

MERCER INTERNATIONAL INC  
Form 424B3  
January 12, 2005

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**The information in this prospectus supplement is not complete and may be changed. This prospectus supplement and the accompanying prospectus are not an offer to sell these securities and we are not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED JANUARY 11, 2005**

**PROSPECTUS SUPPLEMENT  
(To prospectus dated December 23, 2004)**

**Registration No. 333-121172  
Filed Pursuant to Rule 424(b)(3)**

## **MERCER INTERNATIONAL INC. 9,416,196 Shares of Beneficial Interest**

We are offering 9,416,196 shares of beneficial interest. Our shares of beneficial interest are quoted on the Nasdaq National Market under the symbol "MERCIS" and listed on the Toronto Stock Exchange under the symbol "MRI.U". The last reported sale price of our shares of beneficial interest on the Nasdaq National Market, our primary trading market, on January 6, 2005 was \$11.01 per share.

	<u>Per Share</u>	<u>Total</u>
Public Offering Price	\$	\$
Underwriting Discounts and Commissions	\$	\$
Proceeds, Before Expenses, to Mercer	\$	\$

We have granted an option for the underwriters to purchase up to an additional 1,412,429 shares of beneficial interest to cover over-allotments, if any. This option may be exercised on or before the 30th day after the date of this prospectus supplement. Concurrently with this offering, we are also conducting a separate public offering of senior notes by means of a separate prospectus supplement. The completion of this offering and the senior note offering are contingent upon each other.

Delivery of the shares of beneficial interest will be made on or about February , 2005.

**Investing in the shares of beneficial interest involves a number of risks, including risks that are described in the "Risk Factors" section beginning on page S-15 of this prospectus supplement and page 8 of the accompanying prospectus.**

**Neither the Securities and Exchange Commission, referred to as the "SEC", nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.**

**RBC Capital Markets**

**CIBC World Markets**

**Raymond James & Associates**

**D.A. Davidson & Co.**

The date of this prospectus supplement is \_\_\_\_\_, 2005.

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**TABLE OF CONTENTS**  
**PROSPECTUS SUPPLEMENT**

	<b>Page</b>
Cautionary Statement Regarding Forward-Looking Statements	iii
Market and Industry Data	iv
Exchange Rates	iv
Information About Stone Venepal (Celgar) Pulp Inc.	v
Summary	S-1
Risk Factors	S-15
Use of Proceeds	S-20
The Financings	S-21
Price Range of Shares of Beneficial Interest	S-22
Dividend Policy	S-22
Capitalization	S-23
The Acquisition	S-25
Unaudited Pro Forma Consolidated Financial Statements	S-29
Selected Historical Consolidated Financial Information of Mercer	S-44
Selected Historical Financial Information of Celgar	S-48
Management's Discussion and Analysis of Financial Condition and Results of Operations of Mercer	S-51
Management's Discussion and Analysis of Financial Condition and Results of Operations of Celgar	S-75
Business	S-78
Management	S-111
Principal Shareholders	S-114
Certain Relationships	S-116
Description of Certain Indebtedness	S-118
Description of Senior Notes	S-123
Description of Capital Stock	S-124
Underwriting	S-128
Notice to Investors	S-132
Legal Matters	S-133
Experts	S-133
Index to Financial Statements	S-134

**PROSPECTUS**

Cautionary Statement Regarding Forward-Looking Statements	3
Market and Industry Data	4
Exchange Rates	4
Mercer International Inc.	6
Risk Factors	8
Securities We May Offer	15
Use of Proceeds	16
Ratio of Earnings to Fixed Charges	16
Description of Debt Securities	16
Description of Capital Stock	23
Plan of Distribution	27
Legal Matters	28
Experts	28
Where You Can Find More Information	29
Incorporation of Certain Information by Reference	29

You should rely only on the information contained or incorporated by reference in this prospectus supplement. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. This document is in two parts. The first part is a prospectus supplement, which describes the specific terms of this offering and other matters relating to us and our financial condition. The second part is the accompanying prospectus, dated December 23, 2004, which gives more general information about securities we may offer from time to time, some of which may not apply to the shares we are currently offering. If the description of this offering or the operations presented varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. You should assume that the information appearing in this prospectus supplement and the accompanying prospectus, as well as the information contained in any document incorporated by reference, is accurate as of the date of each such document only, unless the information specifically indicates that another date applies.

The distribution of this prospectus supplement and the accompanying prospectus, and the offering of the shares, may be restricted by law in certain jurisdictions. You should inform yourself about, and observe, any of these restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which the offer or solicitation is not authorized, or in which the person making the offer or solicitation is not qualified to do so, or to any person to whom it is unlawful to make the offer or solicitation.

We are not offering to sell any of our senior notes with this prospectus supplement. We will offer our senior notes only by means of a separate prospectus supplement.

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus supplement, including the information incorporated by reference into this prospectus supplement, contains "forward-looking statements". They can be identified by words such as "estimates", "projects", "scheduled", "anticipates", "expects", "intends", "plans", "will", "should", "believes", "goal", "seek", "strategy" or their negatives or other comparable words. These statements are subject to a number of risks and uncertainties including the risks and uncertainties outlined under "Risk Factors", many of which are beyond our control. We wish to caution the reader that these forward-looking statements are only estimates or predictions, such as statements regarding:

development of our business;

demand and prices for our products; and

future capital expenditures.

We do not undertake any obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Although we believe that our plans, intentions and expectations reflected in or suggested by the forward-looking statements we make in this prospectus supplement are reasonable, we can give no assurance that such plans, intentions or expectations will be achieved. Actual events or results may differ materially due to risks facing us or due to actual facts differing from the assumptions underlying our predictions. Some of these risks and assumptions include:

our level of indebtedness;

the cyclical nature of our business;

our ability to fully implement our business plan with relation to the development and expansion of our operations as planned, including with respect to the Celgar and Stendal pulp mills;

our ability to integrate and improve the operations of the Celgar pulp mill;

our ability to manage our capital expenditures and maintenance costs;

our ability to efficiently and effectively manage our growth;

our exposure to interest rate and currency exchange rate fluctuations;

our use of derivatives;

fluctuations in the price and supply of our raw materials;

our ability to respond to increasing competition;

environmental legislation and environmental risks associated with conditions at our facilities;

our ability to negotiate acceptable agreements with our employees;

our dependence upon German federal and state grants and guarantees;

our dependence upon key personnel;

potential disruptions to our production and delivery;

difficulties or delays in providing certifications under the Sarbanes-Oxley Act of 2002;

our insurance coverage; and

other regulatory, legislative and judicial developments,

any of which could cause actual results to vary materially from anticipated results.

We advise the reader that these cautionary remarks expressly qualify in their entirety all forward-looking statements attributable to us or persons acting on our behalf. Important factors that you should also consider, include, but are not limited to, the factors discussed under "Risk Factors" in this prospectus supplement and the accompanying prospectus.

**MARKET AND INDUSTRY DATA**

In this prospectus supplement, we rely on and refer to information and statistics regarding our market share and the markets in which we compete. We have obtained some of this market share and industry data from internal surveys, market research, publicly available information and industry publications. Such reports generally state that the information contained therein has been obtained from sources believed to be reliable, but the accuracy or completeness of such information is not guaranteed. Although we believe this information is reliable, neither we nor the underwriters have independently verified or can guarantee the accuracy or completeness of that information.

**EXCHANGE RATES**

As of January 1, 2002, we changed our reporting currency from the U.S. dollar to the Euro, as a significant majority of our business transactions are originally denominated in Euros. Accordingly, our financial statements for the years ended December 31, 2002 and 2003 and the nine months ended September 30, 2003 and 2004 included in this prospectus supplement are stated in Euros and our financial statements and other financial information for periods prior to the year ended December 31, 2002 included in this prospectus supplement have been restated in Euros. We translate non-Euro denominated assets and liabilities at the rate of exchange on the balance sheet date. Revenues and expenses are translated at the average rate of exchange prevailing during the period.

The following table sets out exchange rates, based on the noon buying rates in New York City for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York, referred to as the "Noon Buying Rate", for the conversion of Euros and Canadian dollars to U.S. dollars in effect at the end of the following periods, the average exchange rates during these periods (based on daily Noon Buying Rates) and the range of high and low exchange rates for these periods:

	Year Ended December 31,				Nine Months Ended September 30,	
	2000	2001	2002	2003	2003	2004
	(€/€)					
End of period	1.0646	1.1227	0.9536	0.7938	0.8584	0.8053
High for period	1.2087	1.1945	1.1638	0.9652	0.9652	0.8474
Low for period	0.9697	1.0487	0.9536	0.7938	0.8425	0.7780
Average for period	1.0901	1.1219	1.0660	0.8838	0.9001	0.8158
	(C\$/€)					
End of period	1.4995	1.5926	1.5800	1.2923	1.3506	1.2649
High for period	1.4349	1.4932	1.5108	1.2923	1.3348	1.2649
Low for period	1.5600	1.6023	1.6129	1.5751	1.5751	1.3970
Average for period	1.4870	1.5518	1.5704	1.3916	1.4267	1.3280

On January 6, 2005 the Noon Buying Rate for the conversion of Euros and Canadian dollars to U.S. dollars was €0.7583 per U.S. dollar and C\$1.2371 per U.S. dollar.

In addition, the financial statements and certain financial information relating to Stone Venepal (Celgar) Pulp Inc. included in this prospectus supplement are stated in Canadian dollars while we report our financial results in Euros. The following table sets out exchange rates, based on the noon rates as provided by the Bank of Canada, for the conversion of Canadian dollars to Euros in effect at the end of the following periods, the average exchange rates during these periods (based on daily noon rates) and the range of high and low exchange rates for these periods:

	Year Ended December 31,				Nine Months Ended September 30,	
	2000	2001	2002	2003	2003	2004
	(C\$/€)					
End of period	1.4092	1.4185	1.6564	1.6280	1.5734	1.5700
High for period	1.2538	1.2640	1.3682	1.4967	1.4967	1.5563
Low for period	1.5047	1.4641	1.6564	1.6643	1.6643	1.6915
Average for period	1.3707	1.3868	1.4832	1.5826	1.5875	1.6281

On January 6, 2005, the noon rate for the conversion of Canadian dollars to Euros was C\$1.6311 per Euro.

### INFORMATION ABOUT STONE VENEPAL (CELGAR) PULP INC.

Information in this prospectus supplement relating to Stone Venepal (Celgar) Pulp Inc. and its operations is based on information provided by KPMG Inc., as receiver and trustee in bankruptcy for Celgar. While we believe such information to be accurate in all material respects, neither we nor the underwriters have verified the accuracy or completeness of such information and neither we nor the underwriters represent that any such information, or the information derived therefrom, included in this prospectus supplement is accurate or complete.

In this prospectus supplement, please note the following:

references to "we", "our", "us" or the "Company" mean Mercer International Inc. and its subsidiaries, after giving effect to the acquisition of the Celgar mill, unless the context clearly suggests otherwise; references to "Mercer" mean Mercer International Inc. and its subsidiaries, without giving effect to the acquisition of the Celgar mill, unless the context clearly suggests otherwise; and references to "Mercer Inc." mean Mercer International Inc. excluding its subsidiaries;

information is provided as of September 30, 2004, unless otherwise stated;

"€" refers to Euros, the lawful currency adopted by most members of the European Union, unless otherwise stated; "\$" refers to U.S. dollars; and "C\$" refers to Canadian dollars; and

except as otherwise indicated, all information in this prospectus supplement assumes that the underwriters have not exercised their over-allotment option.

Unless the context clearly suggests otherwise, this prospectus supplement has been prepared to give pro forma effect to the following:

the acquisition of the Celgar mill;

this offering;

the offering of senior unsecured notes;

the establishment of two new revolving working capital facilities; and

the payment of estimated financing and transaction costs.





PROSPECTUS SUPPLEMENT

SUMMARY

*This summary highlights certain information contained elsewhere or incorporated by reference in this prospectus supplement. Because it is a summary, it is not complete and does not contain all the information you will need to make your investment decision. You should read this entire prospectus supplement as well as the information incorporated by reference into this prospectus supplement carefully, including the section entitled "Risk Factors", before deciding to invest. On November 22, 2004, we agreed to acquire a pulp mill located near Castlegar, British Columbia, Canada, which we refer to as the "Celgar mill", that produces northern bleached softwood kraft, or "NBSK", pulp. Unless the context otherwise requires, this prospectus supplement has been prepared to give pro forma effect to the proposed acquisition of the Celgar mill, which we refer to as the "Acquisition", this offering, the offering of senior unsecured notes, the establishment of two new revolving working capital facilities and the payment of estimated financing and transaction costs.*

**Our Company**

We are one of the largest market NBSK pulp producers in the world. We will have a consolidated annual production capacity of approximately 1.3 million air-dried metric tonnes, or "ADMTs", when we complete the Acquisition. We manufacture and sell high quality NBSK pulp, which is considered a premium grade of kraft pulp because of its strength and it generally obtains the highest price relative to other kraft pulps. We are the sole kraft pulp producer, and the only producer of pulp for resale, known as "market pulp", in Germany, which is the largest pulp import market in Europe. With the acquisition of the Celgar mill, the locations of our pulp mills will allow us to service many of our customers on a global basis. We also operate two paper facilities in Germany focused primarily on the production of value-added specialty papers.

Our wholly-owned subsidiary, Rosenthal, owns and operates a modern, efficient, ISO 9002 certified NBSK pulp mill in Germany. In late 1999, we completed a major capital project which converted the Rosenthal mill to the production of NBSK pulp from sulphite pulp and increased its annual production capacity from approximately 160,000 ADMTs to approximately 280,000 ADMTs, and subsequently to approximately 310,000 ADMTs. The aggregate cost of the project was approximately €361.0 million. The project was financed through a combination of a project loan supported by government guarantees, government grants totaling approximately €101.7 million and an equity investment made by us. We believe that it was the fastest start-up of a large-scale NBSK pulp facility to date. We believe that the Rosenthal mill is one of the lowest-cost producers globally of NBSK pulp delivered to Europe with average cash production costs of €300 per ADMT in the nine months ended September 30, 2004. As a result of significant local demand and favorable transportation economics, the majority of our NBSK pulp production at the Rosenthal mill is sold in Germany and other European markets.

In September 2004, our 63.6% owned subsidiary, Stendal, completed construction of a new, "greenfield", state-of-the-art, single-line NBSK pulp mill in Germany with a designed annual production capacity of approximately 552,000 ADMTs. Once operating at capacity, we believe the Stendal mill will be one of the largest NBSK pulp mills in Europe. The Stendal mill was constructed under a €716.0 million fixed-price turn-key engineering, procurement and construction, or "EPC", contract between Stendal and RWE Industrie-Lösungen GmbH, or "RWE". Construction of the Stendal mill commenced in August 2002 and was completed substantially on its planned schedule and budget. The aggregate cost of the Stendal project is approximately €1.0 billion. The Stendal project was financed through a combination of government grants totaling approximately €274.5 million, low cost, long-term project debt which is largely severally guaranteed by the federal government of Germany and the state government of Sachsen-Anhalt, and equity contributions. The commissioning of the Stendal mill commenced in the third quarter of 2004 and production is expected to reach approximately 80% of rated capacity during the first year and to exceed 90% in the second year thereafter. The Stendal mill

has been designed to produce pulp with cash production costs below those of the Rosenthal mill. We expect synergies arising from the operation of both the Stendal and the Rosenthal mills, which are located approximately 300 kilometers apart, in the areas of raw materials and supplies procurement, production engineering, sales, maintenance and marketing.

As a result of the Acquisition, we will also operate a modern NBSK pulp mill located near Castlegar, British Columbia, Canada. The Celgar mill has a current annual production capacity of approximately 430,000 ADMTs. It was completely rebuilt in the early 1990s through an C\$850 million modernization and expansion project, which transformed it into a low-cost producer. Based on an industry survey, we believe that the Celgar mill ranks in the second quartile in North America on a manufactured cost basis for NBSK pulp and it had average cash production costs of C\$533 per ADMT in the nine months ended September 30, 2004. The Celgar mill's geographic location will allow us to leverage existing relationships with European customers that also have facilities in North America and Asia. Furthermore, we believe that there are significant opportunities to enhance the financial and operating performance of the Celgar mill. See "The Acquisition".

In addition, we own and operate two paper mills located at Heidenau and Fährbrücke, Germany, which produce specialty papers and printing and writing papers and, based upon their current product mix, have an aggregate annual production capacity of approximately 70,000 ADMTs.

### **The Pulp Industry**

Pulp is used in the production of paper, tissues and paper related products. Pulp is generally classified according to the type of raw material, or fiber, and the process used in its production and the degree to which it is bleached. Kraft pulp can be made in different grades, with varying technical specifications, for different end uses. Kraft pulp can be bleached to increase its brightness. It is noted for its strength, brightness and absorption properties and is used to produce a variety of products, including lightweight publication grades of paper, tissues and paper related products.

The market value of kraft pulp depends in part on the fiber used in the production process. There are two primary species of wood used as fiber: softwood and hardwood. Softwood species have long, flexible fibers and add strength to paper. Hardwood species contain shorter fibers which lend bulk and opacity. Prices for softwood pulp are generally much higher than for hardwood pulp. As at September 30, 2004, there was an approximately \$110 per ADMT difference in their list prices in Europe. Currently, the kraft pulp market is roughly evenly split between softwood and hardwood grades. Most uses of market kraft pulp, including in the production of fine printing papers, coated and uncoated magazine papers and tissue grades, utilize a mix of softwood and hardwood grades to optimize production and product qualities. In recent years, production of hardwood pulp, based on fast growing plantation fiber primarily from Asia and South America, has increased much more rapidly than softwood grades that have longer growth cycles. As a result of the growth in supply and lower costs, many kraft pulp customers in recent years have substituted some of the pulp content in their products to hardwood pulp. Counteracting this trend has been the requirement for strength characteristics in finished goods, paper and tissue makers' focus on higher machine speeds, and an industry move towards lower basis weights for publishing papers, all of which require the strength characteristics of softwood pulp and, in particular, NBSK pulp. We believe that the ability of kraft pulp users to further substitute hardwood for softwood pulp is limited by such requirements.

NBSK pulp, which is a bleached kraft pulp manufactured using species of northern softwood fiber primarily in northern Europe and Canada, is considered a premium grade because of its strength. It generally obtains the highest price relative to other kraft pulps. NBSK pulp is the sole product of the Rosenthal, Stendal and Celgar mills.

Producers ranging from small independent manufacturers to large integrated companies produce pulp worldwide. In 2003, more than 130 million ADMTs of kraft pulp were converted into printing and writing papers, tissues, cartonboards and other white grades of paper and paperboard around the world. Approximately 65% of this pulp was produced for internal use by integrated paper and paperboard manufacturers, and approximately 35% was produced for sale on the open market as market pulp.

Although demand is cyclical, worldwide demand for kraft market pulp has grown at an average rate of approximately 3% annually over the last ten years. The historical growth rate in demand for NBSK pulp reflects similar trends. The following chart illustrates the worldwide NBSK market pulp demand for the specified periods:

### **Worldwide NBSK Market Pulp Demand**

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Source: Pulp and Paper Products Council

Western Europe accounts for approximately 40% of global market pulp demand with a growth rate of approximately 2% annually over the past ten years. Approximately 18 million ADMTs of market pulp were consumed in western Europe in 2003, of which approximately six million ADMTs were comprised of NBSK pulp. With its large economy and sizable paper industry, Germany is the largest pulp import market in Europe, consuming approximately six million ADMTs of market pulp in 2003, of which approximately 61% was kraft pulp, while relying largely on imports from North America and Scandinavia.

Demand for market pulp in Asia (excluding Japan) has been growing at approximately 9% annually over the past ten years and currently accounts for approximately 30% of global demand. Approximately 13 million ADMTs of market pulp were consumed in Asia (excluding Japan) in 2003, of which approximately 2.3 million ADMTs were comprised of NBSK pulp. Canada is the largest exporter to this region, supplying approximately three million ADMTs of market pulp in 2003, approximately two million ADMTs of which were comprised of NBSK pulp. Additionally, Japan consumed approximately three million ADMTs of market pulp in 2002, the latest year for which data is available, of which approximately 25% was comprised of NBSK pulp.

Global economic conditions, changes in production capacity, inventory levels, and currency exchange rates are the primary factors affecting NBSK pulp list prices. Canada and western Europe currently represent approximately 50% and 40%, respectively, of global NBSK pulp capacity while list prices are denominated in U.S. dollars. The following chart illustrates the average annual European NBSK list pulp prices since 1990:

#### Average Annual European NBSK List Pulp Prices

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Source: Pulp and Paper Week

The average annual European list prices for NBSK pulp between 1990 and 2003 ranged from a low of \$444 per ADMT in 1993 to a high of \$875 per ADMT in 1995. Following a decline in demand in 2001, list prices for NBSK pulp also declined and averaged approximately \$463 per ADMT in 2002. An increase in demand resulting from improving American and major European economies and the weakening of the U.S. dollar against the Euro and other major currencies in 2003 resulted in list prices for kraft pulp in Europe increasing to approximately \$560 per ADMT in December 2003 despite relatively high inventory levels. List prices for kraft pulp in Europe continued to strengthen in 2004 due to the relatively weak U.S. dollar and improving world economies, with particularly strong growth in demand in Asia. List prices increased to approximately \$660 per ADMT in July 2004, before falling to approximately \$585 per ADMT in October 2004 and subsequently recovering to approximately \$625 per ADMT in December 2004. A producer's sales realizations reflect customer discounts, commissions and other items and it is likely that NBSK pulp prices will continue to fluctuate in the future.

#### Competitive Strengths

Our competitive strengths include the following:

**Modern Low Cost NBSK Pulp Mills.** Upon the acquisition of the Celgar mill and the ramp up of the Stendal mill, we will operate three large, modern, low cost NBSK pulp mills. The significant capital investments at the Rosenthal mill have resulted in a facility which ranks in the lowest cost quartile for NBSK pulp delivered to Europe. We expect our overall cost structure to improve because the Stendal mill is designed to have even lower production costs than the

Rosenthal mill. Based on an industry survey, we believe that the Celgar mill ranks in the second quartile in North America on a manufactured cost basis for NBSK pulp. The relative age and production capacity of our NBSK pulp mills provide us with certain manufacturing cost advantages over many of our competitors including lower maintenance capital expenditures.

**High Quality NBSK Pulp Products.** Our pulp mills produce high quality NBSK pulp which is a premium grade of kraft pulp. Our Rosenthal mill continues to increase the proportion of its sales of reinforcement NBSK pulp, which is used to produce stronger papers and generally obtains the highest price. The Stendal mill is similarly expected to produce a very high quality NBSK pulp product, although from a slightly different species mix, resulting in a complementary product more suitable for different end uses. We believe that the pulp produced at the Celgar mill has excellent product characteristics.

**Close Proximity to Customers.** We are the sole kraft pulp producer and the only producer of market pulp in Germany, which is the largest pulp import market in Europe. Due to the proximity of the Rosenthal and Stendal mills to most of our European customers and the new member countries of the European Union, we benefit from lower transportation costs relative to our major competitors. As the Celgar mill is located in western Canada, it is well situated to serve Asian and North American customers. We believe our ability to deliver pulp on a timely basis enhances customer satisfaction and has made us a preferred supplier for many customers.

**Stable and Abundant Fiber Supply.** There is a significant amount of high-quality fiber within a close radius of each of our pulp mills. This fiber supply, combined with our purchasing power, provides us with an ability to enter into contracts which have relatively stable prices and volumes.

## Strategy

Our corporate strategy is to create shareholder value by focusing on the expansion of our asset and earnings base through organic growth and acquisitions primarily in Europe and North America. We pursue organic growth through active management and targeted capital expenditures designed to produce a high return by increasing production, reducing costs and improving quality. We seek to acquire interests in companies and assets in the pulp and paper industry and related businesses where we can leverage our experience and expertise in adding value through a focused management approach. Key features of our strategy include:

**Focusing on NBSK Market Pulp.** We focus on NBSK pulp because it is a premium grade kraft pulp known for its strength and generally obtains the highest price relative to other kraft pulps. Although demand is cyclical, worldwide demand for kraft market pulp has grown at an average of approximately 3% per annum over the last ten years with higher growth rates in certain markets such as eastern Europe and Asia. We do not believe there are any significant new NBSK pulp production capacity increases coming online in the next several years due in part to fiber supply constraints and high capital costs.

**Operating Modern, World-Class NBSK Pulp Production Facilities.** In order to keep our operating costs as low as possible, with a goal of operating profitably in all market conditions, we only plan to operate large, modern NBSK pulp production facilities. We believe such production facilities provide the best platform to be an efficient, low cost producer of high quality NBSK pulp without the need for significant sustaining capital.

**Improving Efficiency and Reducing Operating Costs.** We focus on increasing the productivity and operating efficiency of our production facilities through cost reduction initiatives, including targeted capital investments. We seek to make high return capital investments that increase the production and operating efficiency at our production facilities, reduce costs and improve

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product quality. We also seek to reduce operating costs by better managing certain operating activities at our facilities such as fiber procurement, sales and marketing activities, and we intend to further coordinate these activities at our pulp facilities to realize on potential synergies among them. In particular, we believe there are a number of opportunities to reduce the operating costs, increase production and improve the financial results of the Celgar mill.

***Enhancing Customer Relationships.*** We focus on continually improving our marketing and distribution capabilities to enhance our customer relationships and capitalize on our geographic diversification. We seek to differentiate ourselves from our competitors by consistently delivering high quality products to our customers on a global basis. We intend to coordinate the marketing and distribution activities at our pulp mills to better service our customers.

### **Acquisition of Celgar Pulp Mill**

#### ***Overview***

On November 22, 2004, we entered into an agreement to acquire substantially all of the assets of Stone Venepal (Celgar) Pulp Inc., referred to as "Celgar", for \$210 million, of which \$170 million is payable in cash and \$40 million is payable in our shares, plus an amount for the defined working capital at the Celgar mill on closing of the Acquisition. The purchase price is subject to certain adjustments and excludes fees and expenses. See "The Acquisition".

The Celgar mill is a modern NBSK pulp mill that produces high quality NBSK pulp. It has an annual production capacity of approximately 430,000 ADMTs, and is located near the city of Castlegar, British Columbia, Canada. Completely rebuilt in the 1990s through an C\$850 million modernization and expansion project, the Celgar mill was transformed into a low cost producer of high quality NBSK pulp. In 1998, primarily as a result of the indebtedness incurred by Celgar during the modernization process, its directors assigned it into bankruptcy and KPMG Inc. was appointed trustee in bankruptcy. Immediately thereafter, two senior secured bank lenders of Celgar, being Royal Bank of Canada and National Westminster Bank PLC, appointed KPMG Inc. as the receiver for all of the assets and undertakings of Celgar under their security. KPMG Inc. has operated the Celgar mill as trustee in bankruptcy since that time.

The Celgar mill has a secure supply of high quality wood chips and pulp logs that are purchased from a diverse group of Canadian and U.S. suppliers. The supply of fiber is characterized by a mix of a variety of species (whitewoods and cedar) which allows for production flexibility, custom blending and varied pulp grade mix.

We believe that the pulp produced at the Celgar mill has excellent product characteristics and the mill is a long-established supplier to paper producers in Asia. We also believe that Celgar's NBSK pulp is well recognized in China, having been sold there for over 20 years. The Asian markets show the highest rate of growth in demand for softwood pulp and, with the Celgar mill's history in the region, we believe that we will be well placed to exploit such growth.

The Acquisition is subject to various conditions, including, without limitation, the issuance of our shares under this prospectus supplement, our offering of senior notes and the establishment of new working capital facilities for the Celgar mill and Rosenthal mill and certain regulatory approvals.

#### ***Acquisition Rationale***

The Acquisition of the Celgar mill reflects our strategy of acquiring world-class market NBSK pulp production capacity on terms below comparable replacement cost where we can use our management

focus to enhance operations, improve profitability and create value for our stakeholders. It provides us with several strategic benefits and synergies, including the following:

***Enhancing Our Position as a Leading Market NBSK Pulp Producer.*** The Acquisition will make us one of the largest producers of market NBSK pulp in the world. We will have a consolidated annual production capacity of approximately 1.3 million ADMTs of high quality NBSK pulp from three modern NBSK pulp mills located in Europe and North America. We believe this will improve our service to those larger paper and tissue producing customers who wish to develop purchasing arrangements with pulp suppliers that can service them on a worldwide basis.

***Creating Value Through Active Management.*** We believe we can leverage our management focus and turnaround experience to enhance the Celgar mill's operating performance by improving price realizations, increasing production and reducing production costs. See "The Acquisition Acquisition Opportunities".

***Diversifying Our Revenue and Cost Base.*** In 2003, substantially all of Mercer's revenues resulted from sales in Europe. Approximately 69% of the Celgar mill's sales in 2003 were in Asia, which is the fastest growing market for NBSK pulp imports. The Celgar mill's costs are largely in Canadian dollars, which should reduce our relative exposure to the exchange rate between the U.S. dollar and Euro.

Given our management team's experience in converting and optimizing the Rosenthal mill, constructing the Stendal mill and starting up these large scale NBSK pulp mills, we believe we are well positioned to integrate the Celgar mill into our operations and to improve its operating and financial performance over time. We have identified teams of individuals in our organization, at the Celgar mill and from our consulting engineers that, upon the closing of the Acquisition, will initiate the process of integrating the Celgar mill and enhancing its operations.

#### ***Acquisition Opportunities***

Although the Celgar mill is a modern facility that has generally been well maintained, it has been operated by a trustee in bankruptcy since 1998. As a result, we believe the Celgar mill has not performed at its full potential and that there are a number of opportunities to enhance its performance. Although we will not know the full potential until we control the Celgar mill, we are currently targeting C\$25 million in annual operating margin improvements over a three-year period, based on current pricing levels. This is expected to be achieved by capitalizing on the following opportunities:

***Improving Price Realizations.*** We understand that, in 2003, the Celgar mill's pulp price realizations were approximately C\$38 per ADMT below the average for NBSK pulp mills in British Columbia, Canada. We believe this resulted from the mill's current sales arrangements which rely solely on third party agents, its product classification and a history of inconsistent production. We intend to have our existing sales force take over responsibility for supervising and managing agent sales and perform some of its sales functions directly on a coordinated global basis with our Rosenthal and Stendal mills over time. We also intend to reduce the amount of pulp sold at a discount in the spot market by adding to the number of grades of pulp marketed by the mill and more effectively matching it with customer requirements and improving the mill's pulp brightness consistency through a planned strategic capital project. We plan to eliminate the price realization discount incurred by the Celgar mill in comparison to other NBSK pulp mills in British Columbia, Canada, over time. See "The Acquisition Acquisition Opportunities".

***Increasing Production.*** We, in conjunction with our consulting engineers, have identified certain high return capital projects that we believe can increase the production of the Celgar mill, along



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with lowering its operating costs and improving the mill's reliability. Through these identified strategic capital projects, along with other enhancements and debottlenecking initiatives, we plan to increase the Celgar mill's production capacity to approximately 470,000 ADMTs over time.

**Lowering Production Costs.** We believe that we can reduce the Celgar mill's production costs by improving its operating consistency and reliability. We plan to achieve these improvements through certain strategic capital projects, as well as revising the mill's approach to maintenance management through a greater focus on preventative maintenance, such as we conduct at our Rosenthal mill. We believe these initiatives will reduce costs, including chemical and energy costs, at the Celgar mill.

We estimate the aggregate amount to be spent on the foregoing capital projects to be approximately C\$25 million over a three-year period.

### **The Financings**

In conjunction with the Acquisition, we are also offering senior unsecured notes concurrently with this offering. The notes mature in 2013 and have an aggregate principal amount of approximately \$300 million. See "Description of Senior Notes". The net proceeds from this offering, the net proceeds from the concurrent offering of the senior notes and cash on hand will be utilized to pay the cash portion of the purchase price of the Acquisition, the amount for the defined working capital of the Celgar mill on closing of the Acquisition, the transaction costs of the Acquisition and to refinance all of the bank indebtedness of our Rosenthal mill (€150.2 million or \$186.5 million as at September 30, 2004, net of restricted cash of €28.5 million or \$35.4 million) and for general corporate purposes, including working capital. The offering of the senior notes will be conducted as a separate public offering by means of a separate prospectus supplement. In this prospectus supplement, we refer to our offering of the senior notes as the "Senior Note Offering". The completion of the Senior Note Offering and this offering are contingent upon each other. Both such offerings are contingent upon the satisfaction or waiver of all conditions relating to the Acquisition other than the condition relating to the financings.

Effective upon the completion of the Acquisition, we intend to establish a new revolving working capital facility for the Rosenthal mill in the amount of €40 million with an initial term of five years and for the Celgar mill in the amount of \$30 million, with an initial term of one year which, if not renewed, will convert to a one year term loan. In this prospectus supplement, we refer to our offering of shares hereunder, the Senior Note Offering and the two new revolving working capital facilities as the "Financings". See "The Financings", "The Acquisition" and "Description of Certain Indebtedness - New Working Capital Facilities".

### **Corporate Information**

Mercer Inc. is a business trust organized under the laws of the State of Washington in 1968. Under Washington law, shareholders of a business trust have the same limited liability as shareholders of a corporation. Our operations are located primarily in Germany and, following the Acquisition, western Canada. We maintain offices at 14900 Interurban Avenue South, Suite 282, Seattle, Washington, USA 98168, and the telephone number is (206) 674-4639. We also maintain an office at Suite 2840, P.O. Box 11576, 650 West Georgia Street, Vancouver, British Columbia, Canada V6B 4N8 and the telephone number is (604) 684-1099.

### The Offering

Issuer	Mercer International Inc.
Securities Offered	Shares of beneficial interest, \$1.00 par value.
Shares of Beneficial Interest Outstanding Prior to this Offering	18,074,229.
Shares of Beneficial Interest Outstanding After this Offering	27,490,425.
Shares of Beneficial Interest Outstanding After this Offering and the Acquisition	31,700,951 (assumes the issuance of 4,210,526 of our shares of beneficial interest as partial consideration for the Acquisition. The number of our shares of beneficial interest issued will be definitively determined on the closing of the Acquisition and may range from 4,210,526 to 5,161,290).
Trading	Our shares of beneficial interest are quoted on the Nasdaq National Market under the symbol "MERCSC" and listed on the Toronto Stock Exchange under the symbol "MRI.U".
Use of Proceeds	<p>We estimate the net proceeds from the offering of our shares of beneficial interest, after deducting fees and expenses, to be approximately \$        million (approximately \$        million if the underwriters exercise their over-allotment option in full). In conjunction with the Acquisition, we are also offering senior unsecured notes maturing in 2013 in the principal amount of approximately \$300 million. The net proceeds from this offering, the net proceeds from the concurrent Senior Note Offering and cash on hand will be utilized to pay the cash portion of the purchase price of the Acquisition, the amount for the defined working capital at the Celgar mill on closing of the Acquisition, the transaction costs of the Acquisition and to refinance all of the net bank indebtedness of our Rosenthal pulp mill and for general corporate purposes, including working capital.</p> <p>A portion of the proceeds from the Acquisition will be disbursed by KPMG Inc. to Royal Bank of Canada on account of its prior existing senior secured loans to Celgar. Royal Bank of Canada is the indirect parent of RBC Capital Markets Corporation, one of the underwriters of this offering.</p> <p>See "Use of Proceeds", "The Financings", "Description of Senior Notes" and "Description of Certain Indebtedness - New Working Capital Facilities" for more information.</p>
Risk Factors	See "Risk Factors" and other information included or incorporated by reference in this prospectus supplement for a discussion of factors you should consider carefully before deciding to invest in the shares of beneficial interest offered under this prospectus supplement.

**Summary Historical and Unaudited Pro Forma Consolidated Financial Data**

The following tables set forth Mercer's summary historical and our pro forma consolidated financial data and certain operating data relating to Celgar as at and for the periods indicated. The unaudited pro forma consolidated financial data has been prepared by us and gives pro forma effect to the Financings, the Acquisition, related transactions and the payment of estimated fees and expenses as if they had occurred on September 30, 2004 for the pro forma consolidated balance sheet as at September 30, 2004 and on January 1, 2004 for the pro forma consolidated statement of operations for the nine months ended September 30, 2004. The following summary historical and unaudited pro forma consolidated financial data should be read in conjunction with the financial statements and the related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations" of both Mercer and Celgar included elsewhere in this prospectus supplement. The pro forma information is presented for illustrative purposes only and does not purport to represent what our actual results of operations or financial position would have been had the matters described above occurred on the date assumed, nor is it necessarily indicative of our future operating results or financial position. The operating data relating to Celgar reflects its operations prior to the Acquisition when Celgar was operating under management of a trustee in bankruptcy under Canadian bankruptcy law.

The summary historical financial data for Mercer as at and for the four years ended December 31, 2003 presented below is derived from Mercer's audited consolidated financial statements. The summary historical financial data for Mercer as at and for the nine months ended September 30, 2003 and 2004 presented below is derived from Mercer's unaudited consolidated financial statements and includes, in the opinion of our management, all adjustments, consisting only of normal recurring adjustments, necessary to present fairly this unaudited interim financial data. The results for any interim period are not necessarily indicative of the results for an entire fiscal year. The summary unaudited pro forma consolidated financial data as at and for the nine months ended September 30, 2004 presented below is derived from the unaudited pro forma consolidated financial statements included elsewhere in this prospectus supplement.

Effective January 1, 2002, we changed our reporting currency from the U.S. dollar to the Euro. The following summary historical financial data relating to Mercer for the periods prior to the year ended December 31, 2002 has been restated in Euros and reclassified to conform with the current year's presentation.

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	Year Ended December 31,				Nine Months Ended September 30,		Pro Forma Nine Months Ended September 30, 2004
	2000	2001 <sup>(1)</sup>	2002 <sup>(1)</sup>	2003	2003	2004	

(unaudited)

(unaudited)

(in thousands, except for per share data)

**Statement of Operations**

<b>Data:</b>														
Revenues	€	258,883	€	216,447	€	239,132	€	194,556	€	144,136	€	153,868	€	285,904
Cost of sales		193,704		184,679		213,463		179,690		134,226		133,642		245,579
Gross profit		65,179		31,768		25,669		14,866		9,910		20,226		40,325
Income (loss) from operations		49,665		13,332		(1,145)		(4,541)		(2,519)		(7,625)		(928)
Interest expense		15,198		16,170		13,753		11,523		6,887		9,554		18,964
Income (loss) before income taxes and minority interest		32,130		(2,740)		(17,551)		(6,068)		(17,446)		(16,577)		(17,257)
Income (loss) before minority interest		32,013		(2,823)		(17,287)		(9,240)		(17,672)		(16,540)		(17,220)
Minority interest						10,965		5,647		8,499		3,936		3,936
Net income (loss)		32,013		(2,823)		(6,322)		(3,593)		(9,173)		(12,604)		(13,284)
Earnings (loss) per share:														
Basic	€	1.91	€	(0.17)	€	(0.38)	€	(0.21)	€	(0.54)	€	(0.73)	€	(0.43)
Diluted	€	1.87	€	(0.17)	€	(0.38)	€	(0.21)	€	(0.54)	€	(0.73)	€	(0.43)
Shares used in computing diluted earnings (loss) per share		17,144		16,875		16,775		16,941		16,887		17,257		30,884

**Other Data:**

Net cash from (used in) operating activities	€	43,395	€	30,364	€	40,446	€	31,440	€	6,969	€	(1,185)		N/A
Depreciation and amortization <sup>(2)</sup>	€	24,046	€	22,966	€	25,614	€	24,105	€	18,135	€	17,217	€	26,150
Capital expenditures <sup>(3)</sup>	€	27,028	€	10,097	€	13,800	€	14,647	€	9,485	€	6,611		N/A
Operating EBITDA <sup>(4)</sup>	€	73,711	€	36,298	€	24,469	€	19,564	€	15,616	€	15,592	€	31,222

As at December 31,

	As at December 31,				As at September 30, 2004	Pro Forma As at September 30, 2004
	2000	2001 <sup>(1)</sup>	2002 <sup>(1)</sup>	2003		

(unaudited)

(unaudited)

(in thousands)

**Balance Sheet Data:**

Cash and cash equivalents	€	19,689	€	11,741	€	30,261	€	51,993	€	42,643	€	48,690
Restricted cash		26,775		33,388		48,254		59,367 <sup>(5)</sup>		76,884 <sup>(5)</sup>		48,420
Working capital (deficit)		28,388		15,544		6,328		(48,947) <sup>(6)</sup>		(122,474) <sup>(6)</sup>		(81,783) <sup>(6)</sup>
Total assets		429,724		429,593		599,750		935,905 <sup>(7)</sup>		1,192,727		1,376,528
Debt, current portion, and note payable		29,822		25,752		17,138		17,178		16,868		1,779
Note payable, construction in progress <sup>(8)</sup>						15,000						
Debt, Stendal, current portion						80,000		80,000		50,000		50,000
Debt, less current portion <sup>(9)</sup>		221,772		216,871		205,393		255,901		234,317		312,319
						146,485		324,238		476,301		476,301

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	As at December 31,					Pro Forma As at September 30, 2004
Debt, Stendal, less current portion <sup>(8)</sup>	<hr/>					
Shareholders' equity	133,497	131,613	124,969	132,855	121,595	<u>230,116</u>

S-11

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	Year Ended December 31,				Nine Months Ended September 30,	
	2000	2001	2002	2003	2003	2004

(unaudited)

(in thousands, except for ADMT data)

**Rosenthal Mill Operating Data<sup>(4)</sup>:**

Sales volume (ADMTs) <sup>(11)</sup>	239,552	285,654	293,607	303,655	221,926	229,462
Productivity (ADMTs produced per day)	736	858	887	898	893	914
Average price realized (per ADMT) <sup>(11)</sup>	€ 667	€ 512	€ 443	€ 417	€ 416	€ 452
Cash production costs (per ADMT produced) <sup>(12)</sup>	€ 353	€ 342	€ 312	€ 307	€ 310	€ 300
Income (loss) from operations	€ 49,594	€ 18,610	€ 3,421	€ 1,931	€ (22)	€ 13,004
Depreciation and amortization <sup>(2)</sup>	€ 20,481	€ 21,422	€ 21,567	€ 21,881	€ 16,311	€ 14,166
Capital expenditures	€ 23,766	€ 7,416	€ 8,426	€ 6,869	€ 3,459	€ 2,924

**Celgar Mill Operating Data:**

(unaudited)

Sales volume (ADMTs)	379,375	365,132 <sup>(13)</sup>	400,101	427,860	329,253	292,233
Productivity (ADMTs produced per day)	1,172	1,198 <sup>(13)</sup>	1,155	1,202	1,181	1,209
Average price realized (per ADMT)	C\$ 958	C\$ 674 <sup>(13)</sup>	C\$ 623	C\$ 635	C\$ 630	C\$ 735
Cash production costs (per ADMT produced) <sup>(12)</sup>	C\$ 565	C\$ 571 <sup>(13)</sup>	C\$ 491	C\$ 499	C\$ 513	C\$ 533
Income (loss) from operations <sup>(14)</sup>	C\$ 64,224	C\$ (58,642) <sup>(13)</sup>	C\$ (33,810)	C\$ (36,283)	C\$ (32,850)	C\$ (127,572) <sup>(15)</sup>
Depreciation and amortization	C\$ 38,807	C\$ 38,966	C\$ 38,932	C\$ 39,225	C\$ 29,320	C\$ 22,833
Capital expenditures	C\$ 3,579	C\$ 6,262	C\$ 3,912	C\$ 5,201	C\$ 3,985	C\$ 2,017

(1)

In December 2001, we acquired Landqart AG, or "Landqart", which operates a specialty paper mill, for approximately \$2.7 million. Results from the Landqart mill are not included in Mercer's results for 2001, but are included for 2002. The Landqart mill sold approximately 18,222 ADMTs for €39.7 million in the year ended December 31, 2002. At the end of 2002, we transferred 20% of our interest in Landqart to a Swiss bank and exchanged our remaining 80% interest for an indirect 39% minority interest through a limited partnership on a non-cash basis. As of December 31, 2002, our interest in the Landqart mill is no longer consolidated and is included in our financial results on an equity basis.

(2)

The Stendal pulp mill was substantially complete and ready for its intended use on September 18, 2004. Effective September 18, 2004, we began expensing all of the costs, including interest, related to the Stendal mill and began depreciating it. A depreciation period of 25 years was established based on the expected useful life of the production assets. Depreciation was computed using the straight-line method in accordance with our accounting policies. In conjunction with establishing the depreciation period for the Stendal mill, we also reviewed the useful life of the Rosenthal mill, which resulted in a change in the estimate of its useful life from an initial 15 to 25 years. The change in estimate was reflected effective July 1, 2004. As the Rosenthal mill had been depreciated for approximately 5 years as of July 1, 2004, the change in estimate reflects a remaining depreciable life of approximately 20 years. The total effect of the change in estimate resulted in a decrease of approximately €2.2 million in depreciation, cost of sales and net loss, and a decrease in basic and diluted net loss per share of €0.13 for the nine months ended September 30, 2004.

(3)

Excluding capital expenditures of approximately €186.9 million, €399.4 million, €284.1 million and €235.1 million during the year ended December 31, 2002 and 2003 and the nine months ended September 30, 2003 and 2004, respectively, relating to the Stendal project.



(4)

Net income (loss) to Operating EBITDA Reconciliation:

	Year Ended December 31,				Nine Months Ended September 30,		Pro Forma Nine Months Ended September 30,
	2000	2001	2002	2003	2003	2004	2004
						(unaudited)	(unaudited)
	(in thousands)						
Net income (loss)	€ 32,013	€ (2,823)	€ (6,322)	€ (3,593)	€ (9,173)	€ (12,604)	€ (13,284)
Minority interest			(10,965)	(5,647)	(8,499)	(3,936)	(3,936)
Income taxes	117	83	(264)	3,172	226	(37)	(37)
Interest expense	15,198	16,170	13,753	11,523	6,887	9,554	18,964
Investment income	2,337	(2,872)	(436)	(1,653)	(1,055)	(1,679)	(556)
Derivative financial instruments		2,504	6,679	(16,168)	3,604	1,077	(491)
Impairment of investments				7,825	5,511		
Other		270	(3,590)		(20)		(1,588)
Income (loss) from operations	49,665	13,332	(1,145)	(4,541)	(2,519)	(7,625)	(928)
Add: Depreciation and amortization	24,046	22,966	25,614	24,105	18,135	17,217	26,150
Impairment charge						6,000	6,000
Operating EBITDA	€ 73,711	€ 36,298	€ 24,469	€ 19,564	€ 15,616	€ 15,592	€ 31,222

In connection with Mercer's results for the third quarter of 2004, our management determined to record and our audit committee approved a non-cash impairment charge of €6.0 million to write-off the carrying value of our Fährbrücke paper mill assets. We determined to take the impairment charge as the Fährbrücke mill has generated weaker than expected returns over a period of time despite changes to its product mix. We do not expect the impairment charge in and of itself to result in future cash expenditures as we intend to continue to operate the Fährbrücke mill.

We define Operating EBITDA for this purpose as income from operations 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 and net income as a performance measure primarily because depreciation expense is not an actual cash cost and 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 it 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), including financing costs and the effect of derivative instruments. Management also believes Operating EBITDA facilitates operating performance comparisons from period to period by backing out the significant impact caused by our derivative instruments which are marked to market for each reporting period or settled. Operating EBITDA is not a measure of financial performance under accounting principles generally accepted in the United States, or "GAAP", and should not be considered as an alternative to net income (loss) or income 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 you should not consider it in isolation, or as a substitute for analysis of our results as reported under GAAP. See "Management's Discussion and Analysis of Financial Condition and Results of Operations of



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Mercer Results of Operations" for a discussion of these limitations. Because of these limitations, Operating EBITDA should not be considered as a measure of discretionary cash available to us to invest in the growth of our business. See the Statements of Cash Flows included in our consolidated financial statements included elsewhere in this prospectus supplement. Because all companies do not calculate Operating EBITDA in the same manner, Operating EBITDA as calculated by us may differ from Operating EBITDA as calculated by other companies.

(5)

As at December 31, 2003, this amount is comprised of €15.2 million for payment of construction in progress costs payable and €19.1 million in a debt service account, relating to construction in progress at the site of the Stendal mill, as well as €25.1 million in a debt service account relating to the Rosenthal mill. As at September 30, 2004, this amount is comprised of €29.3 million for payment of construction costs payable and €19.1 million in a debt service account, both relating to the Stendal project, as well as €28.5 million in a debt service account related to the Rosenthal mill.

S-13

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- (6) We had a working capital deficit of €48.9 million and €122.5 million at December 31, 2003 and September 30, 2004, respectively, primarily because we had Stendal construction costs payable of €42.8 million and €161.0 million at December 31, 2003 and September 30, 2004, respectively, for which we had not yet drawn down under the Stendal project finance facility and, under our accounting policies, we do not record certain government grants until they are received. The Stendal construction costs will be paid pursuant to the Stendal project finance facility in the ordinary course. At September 30, 2004, we qualified for additional investment grants related to the Stendal mill totaling approximately €65.2 million from the federal and state governments of Germany, which we expect to receive in 2005. Approximately €61.2 million of these grants, when received, will be applied to repay the amounts drawn under the dedicated tranche of the Stendal project finance facility. The grants are not reported in our income and reduce the cost basis of the assets purchased when they are received. We expect to qualify for additional investment grants totaling €23.3 million when such Stendal construction costs have been substantially paid.
- (7) Includes approximately €503.2 million related to properties construction in progress at the site of the Stendal mill as at December 31, 2003.
- (8) Construction of the Stendal mill commenced in August 2002 and was completed substantially on its planned schedule and budget in the third quarter of 2004. As a result, as at September 30, 2004, liabilities relating to the construction of the Stendal mill were no longer classified as construction in progress.
- (9) As at September 30, 2004, this includes €66.4 million aggregate principal amount of 8.5% convertible senior subordinated notes due October 2010, convertible at any time by the holder into our shares of beneficial interest at \$7.75 per share.
- (10) Construction of the Stendal mill was completed in the third quarter of 2004. Although the Stendal mill had approximately 13 days of operations in September 2004, it is currently in the start-up phase. As a result, management believes that the operating data relating to the Stendal mill during the third quarter of 2004 would not provide an accurate representation of the mill's actual operating performance in the future. Accordingly, we have provided only the operating data relating to the Rosenthal mill.
- (11) For external sales only.
- (12) Cost of production per ADMT produced excluding depreciation. Total cash production costs for the nine months ended September 30, 2003 and 2004 may not be comparable on an annualized basis due to the timing of maintenance expenditures.
- (13) The Celgar mill was shutdown for approximately 50 days in 2001 for market related reasons.
- (14) Income (loss) from operations includes costs (benefits) relating to a burner misalignment in the lime kiln at the Celgar mill, for which the vendor of the Celgar mill has an insurance claim outstanding, foreign exchange losses (gains) on current receivables and payables and fees paid to KPMG Inc., as receiver and trustee in bankruptcy of Celgar as follows:

	Year Ended December 31,				Nine Months Ended September 30,	
	2000	2001	2002	2003	2003	2004
	(unaudited)				(unaudited)	
	(in thousands)					
Lime kiln costs				C\$ 3,136	C\$ 2,036	C\$ 96
Foreign exchange losses (gains)	C\$ (1,333)	C\$ (1,769)	C\$ 792	C\$ 5,965	C\$ 4,952	C\$ 921
Receiver and trustee costs	C\$ 1,965	C\$ 2,025	C\$ 1,812	C\$ 1,899	C\$ 1,747	C\$ 772

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See "Management's Discussion and Analysis of Financial Condition and Results of Operations of Celgar".

(15)

As at and for the nine month period ended September 30, 2004, Celgar recorded an impairment charge of C\$129.2 million to write-down the carrying value of its property, plant and equipment to the fair value of the assets as a result of the Acquisition.

S-14

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## RISK FACTORS

*You should carefully consider the risks described below and the other information in this prospectus supplement or incorporated by reference into this prospectus supplement before deciding whether to invest in the shares of beneficial interest offered under this prospectus supplement. The risks described below are not the only ones facing our Company. Additional risks not presently known to us or that we currently deem immaterial may also impair our business operations.*

*Our business, financial condition, results of operations and cash flow, could be materially adversely affected by any of these risks. The trading price of our shares of beneficial interest could decline due to any of these risks, and you may lose all or part of your investment.*

*This prospectus supplement also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks faced by us described below, set out under "Risks Related to our Company" in the accompanying prospectus supplement and incorporated by reference into this prospectus supplement.*

### **Risks Related to the Acquisition**

*Any failure to successfully integrate the Celgar mill with our business may adversely affect our results of operations.*

Our future performance will depend in part on whether we can integrate the Celgar mill with our operations in an effective and efficient manner. The acquisition of the Celgar mill is larger than any of the other acquisitions we have made. Integrating the Celgar mill with our operations will be a complex, time consuming and potentially expensive process and will be subject to various risks including:

diversion of management's attention from our ongoing business;

the expense of upgrading the Celgar mill to enhance its operations may be more significant than currently anticipated;

difficulty integrating the operations, including financial and accounting functions, sales and marketing procedures, technology and other corporate administrative functions of the combined operations;

difficulty in establishing financial controls and procedures consistent with our own;

difficulty in converting the Celgar mill's current business information systems to our system;

difficulty maintaining relationships with present and potential customers, distributors and suppliers of the Celgar mill due to uncertainties regarding service, production quality and prices; and

problems retaining key employees who were previously employed by Celgar.

All of the pulp produced by the Celgar mill is currently sold by third party agents. We intend to perform some of its sales functions directly over time. We cannot assure you that our internal sales staff and third party agents will be able to sell the combined pulp production of the Rosenthal, Stendal and Celgar mills on terms as favorable as those achieved by the existing agents.

We estimate that we will incur costs of approximately €14.3 million associated with the Acquisition, the Financings, the related transactions and the estimated fees and expenses. A portion of these costs will be associated with the integration of the Celgar mill with our operations. The actual costs may substantially exceed our estimates and unanticipated expenses associated with such integration may arise. Furthermore, we may not be aware of all of the risks associated with the Acquisition and we may

not have identified adverse information concerning the assets we are acquiring. If the benefits of the Acquisition do not exceed the costs, our financial results will be adversely affected.

We cannot guarantee that we will successfully integrate the Celgar mill with our operations. If we are unable to address any of these risks, our results of operations and financial condition could be materially adversely affected and the operations of the Celgar mill may not achieve the results or otherwise perform as expected.

***The operations of the Celgar mill are subject to their own risks, which we may not be able to manage successfully.***

The financial results of the Celgar mill are subject to many of the same factors that affect our financial condition and results of operations, including the cyclical nature of the pulp and paper business, exposure to interest rate and currency exchange rate fluctuations, exposure to liability for environmental damage, the competitive nature of our markets and regulatory, legislative and judicial developments. The financial results of the Celgar mill could be materially adversely affected as a result of any of these or other related factors, which could have a material adverse effect on our results of operations and financial condition on a consolidated basis. See " Risks Related to our Company".

***We have only limited recourse under the acquisition agreement for losses relating to the Acquisition.***

The diligence conducted in connection with the Acquisition and the indemnification provided in the acquisition agreement may not be sufficient to protect us from, or compensate us for, all losses resulting from the Acquisition. Subject to certain exceptions, under the terms of the acquisition agreement, the maximum amount we may claim is limited to \$30 million (\$20 million in the case of environmental losses). Subject to certain exceptions, the vendor is only liable for misrepresentations or breaches of warranty for 15 months from the closing date of the Acquisition (12 months in the case of environmental losses). A material loss associated with the Acquisition for which there is no adequate remedy under the acquisition agreement that becomes known 15 months after the Acquisition (12 months in the case of environmental losses) could materially adversely affect our results of operations and financial condition and reduce the anticipated benefits of the Acquisition.

***We may not be able to enhance the operating performance and financial results or lower the costs of the Celgar mill as planned.***

While we believe that there are a number of opportunities to reduce operating costs, increase production and improve the financial results of the Celgar mill, we cannot fully evaluate the feasibility of our plans until we control the Celgar mill. We may not be able to achieve our planned operating improvements, cost reductions, capacity increases or improved price realizations in our expected time periods, if at all. In addition, some of the improvements that we hope to achieve depend upon capital expenditure projects that we plan to implement at the Celgar mill. Such capital projects may not be completed in our expected time periods, if at all, may not achieve the results that we have estimated or may have a cost substantially in excess of our planned amounts.

#### **Risks Related to our Company**

***Our level of indebtedness could negatively impact our financial condition and results of operations.***

As of September 30, 2004, after giving effect to the Acquisition and the application of the proceeds from the Financings, we would have had approximately €840.3 million of indebtedness outstanding, of which €526.3 million is project debt of Stendal. We may also incur additional indebtedness in the future. Our high debt levels may have important consequences for us, including, but not limited to the following:

our ability to obtain additional financing to fund future operations or meet our working capital needs or any such financing may not be available on terms favorable to us or at all;

a certain amount of our operating cash flow is dedicated to the payment of principal and interest on our indebtedness, thereby diminishing funds that would otherwise be available for our operations and for other purposes;

a substantial decrease in net operating cash flows or increase in our expenses could make it more difficult for us to meet our debt service requirements, which could force us to modify our operations; and

our leveraged capital structure may place us at a competitive disadvantage by hindering our ability to adjust rapidly to changing market conditions or by making us vulnerable to a downturn in our business or the economy in general.

Our ability to repay or refinance our indebtedness will depend on our future financial and operating performance. Our performance, in turn, will be subject to prevailing economic and competitive conditions, as well as financial, business, legislative, regulatory, industry and other factors, many of which are beyond our control. Our ability to meet our future debt service and other obligations may depend in significant part on the success of the Stendal and Celgar mills and the extent to which we can implement successfully our business and growth strategy. We cannot assure you that the Stendal or Celgar mill will be successful or that we will be able to implement our strategy fully or that the anticipated results of our strategy will be realized.

***Our Stendal mill is subject to risks commonly associated with the start-up of large greenfield industrial projects.***

We are the majority shareholder of a project company that has recently completed construction of the Stendal NBSK pulp mill near the town of Stendal, Germany. The aggregate cost of the mill is approximately €1.0 billion. The performance of the Stendal mill will have a material impact on our financial condition and operating performance. The implementation of the Stendal project commenced in 2002 and construction was completed in the third quarter of 2004. Under our current start-up plan, the Stendal mill underwent operational testing in December 2004 so that continuous production from the mill can commence. Our ongoing start-up of the Stendal mill is subject to risks commonly associated with the start-up of large greenfield industrial projects which could result in the Stendal mill experiencing operating difficulties or delays in the start-up period and the Stendal mill may not achieve our planned production, timing, quality or cost projections, which could have a material adverse effect on our results of operations, financial condition and cash flows. These risks include, without limitation, equipment failures or damage, errors or miscalculations in engineering, design specifications or equipment manufacturing, faulty construction or workmanship, defective equipment or installation, human error, industrial accidents, weather conditions, failure to comply with environmental and other permits, and complex integration of processes and equipment.

***We are exposed to currency exchange rate and interest rate fluctuations.***

Approximately 72% of our sales from our German operations in the nine months ended September 30, 2004 were in products quoted in U.S. dollars while most of our operating costs and expenses at our German operations are incurred in Euros. Further, the Celgar mill only produces NBSK pulp which is quoted in U.S. dollars, while its costs are largely denominated in Canadian dollars. Our results of operations and financial condition are reported in Euros. As a result, our revenues have been adversely affected by the significant decrease of the U.S. dollar relative to the Euro. Additionally, an increase in the value of the Canadian dollar relative to the Euro, except to the extent offset by our derivatives strategy, would increase our costs at the Celgar mill as reported in Euros. Such shifts in currencies relative to the Euro would reduce our operating margin and the cash flow available to fund our operations and to service our debt. This could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Stendal has entered into variable-to-fixed interest rate swaps to fix interest payments under the Stendal project financing facility, which had kept Stendal from benefiting from the general decline in interest rates in the latter part of 2002 and first half of 2003. These derivatives are marked to market at the end of such reporting period and all unrealized gains and losses are recognized in earnings for the relevant reporting periods.

***Fluctuations in the price and supply of our raw materials could adversely affect our business.***

Wood chips and pulp logs comprise the fiber used by the Rosenthal, Stendal and Celgar mills. The fiber used by our paper mills consists of waste paper and pulp. Such fiber is cyclical in terms of both price and supply. The cost of wood chips and pulp logs is primarily affected by the supply and demand for lumber. The cost of fiber for our paper mills is primarily affected by the supply and demand for paper and pulp. Demand for these raw materials is determined by the volume of pulp and paper products produced globally and regionally. The markets for pulp and paper products, including our products, are highly variable and are characterized by periods of excess product supply due to many factors, including periods of insufficient demand due to weak general economic activity or other causes. The cyclical nature of pricing for these raw materials represents a potential risk to our profit margins if pulp producers are unable to pass along price increases to their customers.

We do not own any timberlands or have any long-term governmental timber concessions. We do not have any long-term fiber contracts at our German operations and only a portion of Celgar's fiber requirements are covered by such contracts. Although raw materials are available from a number of suppliers, and we have not historically experienced supply interruptions or substantial price increases, our requirements will increase as the Stendal mill approaches its full production capacity and we may not be able to purchase sufficient quantities of these raw materials to meet our production requirements at prices acceptable to us during times of tight supply. In addition, the quality of fiber we receive could be reduced as a result of industrial disputes, material curtailments or shut-down of operations by suppliers, government orders and legislation, acts of god and other events beyond our control. An insufficient supply of fiber or reduction in the quality of fiber we receive would materially adversely affect our business, financial condition, results of operations and cash flow.

In addition to the supply of wood fiber, we are dependent on the supply of certain chemicals and other inputs used in our production facilities. Any disruption in the supply of these chemicals or other inputs could affect our ability to meet customer demand in a timely manner and would harm our reputation. Any material increase in the cost of these chemicals or other inputs could have a material adverse effect on our business, results of operations, financial condition and cash flows.

***We operate in highly competitive markets.***

We sell our products produced at our German operations primarily in Europe and the products produced at the Celgar mill are sold primarily in Asia and North America. The markets for our products are highly competitive. A number of other global companies compete in each of these markets and no company holds a dominant position. For both pulp and paper, many companies produce products that are largely standardized. As a result, the primary basis for competition in our markets has been price. Many of our competitors have greater resources and lower leverage than we do and may be able to adapt more quickly to industry or market changes or devote greater resources to the sale of products than we can. There can be no assurance that we will continue to be competitive in the future.

***We are subject to risks related to our employees.***

The majority of our employees in Germany and most of those at the Celgar mill are unionized. The collective agreement relating to employees at our paper mills in Germany expires in the third quarter of 2005. We expect to negotiate a new collective agreement with employees at our paper mills in Germany in the fourth quarter of 2005. The collective agreement relating to our pulp workers in

Germany expires in the first quarter of 2005. We expect to negotiate a new collective agreement with our pulp workers in Germany in the first half of 2005. A collective bargaining agreement with relation to employees at the Celgar mill was entered into in 2003 and expires in 2008. Although we have not experienced any work stoppages in the past, there can be no assurance that we will be able to negotiate acceptable collective agreements with our employees upon the expiration of the existing collective agreements. This could result in a strike or work stoppage by the affected workers. The renewal of the collective agreements or the outcome of our wage negotiations could result in higher wages or benefits paid to union members. Accordingly, we could experience a significant disruption of our operations or higher on-going labor costs, which could have a material adverse effect on our business, financial condition, results of operations and cash flow.

#### **Risks Related to the Offering**

##### ***Our share price has been and may continue to be volatile.***

The trading price of our shares of beneficial interest has been and may continue to be subject to large fluctuations. Our share price may increase or decrease in response to a number of events and factors, including those described in this Risk Factors section and elsewhere in this prospectus supplement.

Also, the trading price of our shares of beneficial interest may bear no correlation to our business and operating performance and may be negatively impacted by events outside our control, including overall market performance, terrorist attacks, analyst reports on our industry and the results announcements of our competitors.

##### ***If a more active trading market does not develop for our shares of beneficial interest sold pursuant to this prospectus supplement, it may be more difficult for you to sell such shares or to sell such shares at a price that you deem sufficient.***

Our shares of beneficial interest are quoted on the Nasdaq National Market and we intend to have the shares sold in this offering quoted on that market. However, historic trading volume on such market has been low, with an average daily trading volume for the three months ended December 31, 2004 of approximately 32,963 shares. We cannot assure you that a more active trading market will develop for the shares of beneficial interest that we are selling pursuant to this prospectus supplement, and any possible liquidity issues may negatively impact the price of your shares or your ability to sell your shares at a price acceptable to you.

##### ***A significant number of our shares are eligible for future sale which could lower the market price for our shares.***

The sale of a large number of our shares of beneficial interest after the offering, or even the potential of those sales, would likely lower the market price of our shares. After the offering, we will have 27,490,425 shares of beneficial interest outstanding, substantially all of which will be freely tradable. We also expect to issue between approximately 4.2 million and 5.2 million shares of beneficial interest to KPMG Inc. as partial consideration for the Acquisition and approximately 11.7 million shares may be issued upon the conversion of our outstanding convertible notes and upon the exercise of outstanding options at various times after the offering, which would have a dilutive effect on the holdings of our shareholders. We, each of our trustees and senior officers who hold shares or options and KPMG Inc. have or will have entered into lock-up agreements with the underwriters which prohibit us and each of these persons from selling our shares of beneficial interest or securities convertible into or exchangeable or exercisable for our shares of beneficial interest until 180 days after the date of the underwriting agreement relating to our offering of shares hereunder or, in the case of KPMG Inc., 180 days after the closing date for the Acquisition, subject to certain exceptions. See "Underwriting Lock-Up Agreements".



## USE OF PROCEEDS

We estimate the net proceeds from our offering of our shares of beneficial interest under this prospectus supplement to be approximately \$ million (approximately \$ million if the underwriters exercise their over-allotment option in full), after deducting the underwriters' fees and commissions and estimated offering expenses payable by us.

We intend to use the net proceeds from this offering, the estimated net proceeds, after fees and expenses, from the concurrent Senior Note Offering of \$290.7 million and cash on hand to pay the cash portion of the purchase price of the Acquisition, the amount for the defined working capital of the Celgar mill on closing of the Acquisition, the estimated transaction costs of the Acquisition and to refinance all of the net bank indebtedness of our Rosenthal mill and for general corporate purposes, including working capital. See "The Acquisition".

The purchase price for the Acquisition will be paid to KPMG Inc., as receiver for Celgar. Subject to the payment of customary receiver, trustee and bankruptcy related fees, costs and expenses, the sales proceeds received by KPMG Inc. from the sale of the Celgar mill to us will be disbursed by it to the senior secured lenders of Celgar who are owed in excess of C\$875 million. Royal Bank of Canada, which is the indirect parent company of RBC Capital Markets Corporation, one of the underwriters in this offering and in the Senior Note Offering, is a 50% holder of Celgar's senior secured indebtedness.

The anticipated sources and uses of funds for the Acquisition and the repayment of Rosenthal's debt are as follows as at September 30, 2004 on a pro forma basis (€ in millions):

Sources		Uses	
Shares issued under this prospectus supplement	€ 80.5	Cash portion of Acquisition purchase price	€ 136.9
		Amount for Celgar working capital <sup>(1)</sup>	13.2
Senior Note Offering	241.6	Repayment of net Rosenthal debt <sup>(2)</sup>	151.7
		Estimated fees, expenses, discounts and commissions for the Acquisition and the Financings	14.3
		General corporate purposes	6.0
Total sources	€ 322.1	Total uses	€ 322.1

(1) Estimated as at September 30, 2004.

(2) As at September 30, 2004, including the marked-to-market value of settling existing derivative instruments relating thereto and net of restricted cash of €28.5 million which shall be applied to retire such debt. The long-term indebtedness relating to the Rosenthal project finance facility bears an effective interest rate of 4.63% after taking into account certain interest rate derivatives relating thereto and is amortizing with a final maturity in 2013. The long-term indebtedness relating to the Rosenthal landfill bears interest at 6.71% and is amortizing with a final maturity in 2013.

### THE FINANCINGS

In conjunction with the Acquisition, we are also offering senior unsecured notes maturing in 2013 in the aggregate principal amount of approximately \$300 million. See "Description of Senior Notes". The net proceeds from this offering, the net proceeds from the concurrent Senior Note Offering and cash on hand will be utilized to pay the cash portion of the purchase price of the Acquisition, the amount for the defined working capital of the Celgar mill on closing of the Acquisition, the transaction costs of the Acquisition and to refinance all of the net bank indebtedness of our Rosenthal mill and for general corporate purposes, including working capital. As at September 30, 2004, our Rosenthal mill had bank indebtedness of approximately €150.2 million, net of restricted cash of €28.5 million (\$186.5 million, net of restricted cash of \$35.4 million). The completion of the Senior Note Offering and this offering are each contingent upon the other. Both such offerings are contingent upon the satisfaction or waiver of all conditions relating to the Acquisition other than the condition relating to the Financings.

Effective on the completion of the Acquisition, we intend to establish a new revolving working capital facility for the Rosenthal mill in the amounts of €40 million with an initial term of five years and for the Celgar mill in the amount of \$30 million with an initial term of one year which, if not renewed, will convert to a one year term loan. We have received term sheets from two financial institutions relating to the provision of such working capital facilities upon terms and conditions customary for facilities of this nature. For more information relating to these new working capital facilities, see "Description of Certain Indebtedness - New Working Capital Facilities".

**PRICE RANGE OF SHARES OF BENEFICIAL INTEREST**

Our shares of beneficial interest are quoted for trading on the Nasdaq National Market under the symbol "MERCs" and listed in U.S. dollars on the Toronto Stock Exchange under the symbol "MRI.U". The following table sets forth the high and low reported sale prices of our shares on the Nasdaq National Market for each quarter in the two year period ended December 31, 2004:

Quarter Ended	High	Low
<b>2003</b>		
March 31	\$ 5.88	\$ 4.40
June 30	5.25	4.15
September 30	6.55	4.60
December 31	6.97	5.87
<b>2004</b>		
March 31	9.55	6.31
June 30	9.78	7.40
September 30	10.10	8.16
December 31	11.35	8.29

On January 6, 2005, the last reported sales price of the shares of beneficial interest as reported by the Nasdaq National Market, our primary trading market, was \$11.01.

**DIVIDEND POLICY**

The declaration and payment of dividends is at the discretion of our board of trustees. Our board of trustees has not declared or paid any dividends on our shares in the past three years and does not anticipate declaring or paying dividends in the foreseeable future. Management anticipates that all of our earnings and other cash resources, if any, will be retained for the operation and expansion of our business and for general corporate purposes. In addition, the payment of any dividends will be substantially limited by the indenture governing the notes to be issued in the Senior Note Offering.

## CAPITALIZATION

Capitalization is the amount invested in a company and is a common measurement of a company's size. The following table sets forth the consolidated cash, restricted cash and capitalization as at September 30, 2004 on an actual basis for Mercer and as adjusted to reflect the Financings, the Acquisition, related transactions and the payment of estimated fees and expenses. You should read this table in conjunction with the consolidated financial statements and related notes of Mercer and the unaudited pro forma consolidated financial statements included elsewhere in this prospectus supplement.

	As at September 30, 2004	
	Actual	Pro Forma
	(unaudited) (in thousands)	
Cash and cash equivalents	€ 42,643	€ 48,690 <sup>(1)</sup>
Restricted cash	€ 76,884	€ 48,420 <sup>(2)</sup>
Current debt:		
Debt, current portion, and note payable	€ 16,868 <sup>(3)</sup>	€ 1,779
Debt, Stendal	50,000	50,000
Long-term debt:		
Debt, Stendal, less current portion <sup>(4)</sup>	476,301	476,301
Senior notes <sup>(5)</sup>		241,604
Debt, less current portion	234,317 <sup>(6)</sup>	70,715 <sup>(7)</sup>
Total long-term debt	710,618	788,620
Total debt	777,486	840,399
Minority interest		
Shareholders' equity:		
Preferred shares, no par value; 50,000,000 authorized and issuable in series		
Series A, 500,000 authorized, none issued and outstanding		
Series B, 3,500,000 authorized, none issued and outstanding		
Shares of beneficial interest, \$1 par value; unlimited authorized; 17,324,229 and 30,950,951 <sup>(8)</sup> issued and outstanding on an actual and pro forma basis, respectively	79,736	188,257
Additional paid-in capital, stock options	14	14
Retained earnings	36,592	36,592
Accumulated other comprehensive income <sup>(9)</sup>	5,253	5,253
Total shareholders' equity	121,595	230,116
Total capitalization	€ 899,081	€ 1,070,515

(1) Reflects net cash expected from this offering and the Senior Note Offering less amounts used to pay the cash portion of the Acquisition purchase price, repay all of the net bank indebtedness of the Rosenthal mill, complete certain related transactions and pay estimated fees and expenses.

(2) Comprised of €29.3 million for payment of construction costs payable and €19.1 million in a debt service account, both relating to the Stendal project. Excludes a further €28.5 million in a debt service account relating to the Rosenthal mill that will be used in connection with the repayment of all of the bank indebtedness of the Rosenthal mill.

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- (3) Includes €15.1 million of bank indebtedness related to the Rosenthal mill which is to be repaid from the proceeds of the Financings.
- (4) As at September 30, 2004, we had construction costs payable of €161.0 million which are expected to be paid through drawdowns utilizing the Stendal project finance facility thereby increasing debt, Stendal, less current portion.

S-23

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- (5) Assumes a concurrent \$300 million Senior Note Offering converted into Euros at a rate of €0.8053 per U.S. dollar as at September 30, 2004.
- (6) Comprised of €163.6 million of bank indebtedness related to the Rosenthal mill which is to be repaid from the proceeds of the Financings, €4.3 million of indebtedness, less current portion, related to our paper operations and €66.4 million aggregate principal amount of 8.5% convertible senior subordinated notes due October 2010, convertible at any time by the holder into our shares of beneficial interest at \$7.75 per share.
- (7) Includes €4.3 million of indebtedness, less current portion, related to our paper operations and €66.4 million aggregate principal amount of 8.5% convertible senior subordinated notes due October 2010, convertible at any time by the holder into our shares of beneficial interest at \$7.75 per share, but excludes €241.6 million of indebtedness from the Senior Note Offering.
- (8) Assumes the issuance of 4,210,526 of our shares of beneficial interest as partial consideration for the Acquisition and 9,416,196 of our shares of beneficial interest pursuant to this offering. The number of our shares of beneficial interest issued will be definitively determined on the closing of the Acquisition.
- (9) Reflects unrealized losses on securities and foreign currency translation adjustments.