

MARINER ENERGY INC
Form 425
February 01, 2006

Filed by Forest Oil Corporation
Pursuant to Rule 425 under the Securities Act of 1933

Subject Company: Mariner Energy, Inc.
File No. 333-129096

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

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

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[GRAPHIC]

THE NEW FST

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

[LOGO]

GROWTH

PROGRESS

MOMENTUM

**Credit Suisse First Boston
2006 Energy Summit
February 1, 2006**

THE NEW FST Operations Spin-Off Drives Value

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

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

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

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

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

STREAMLINED ASSET BASE, IMPROVED FOCUS AND BETTER POSITIONED FOR GROWTH

[LOGO]

KEY TRANSACTION TERMS

Asset Contribution

344 Bcfe of Forest offshore proved reserves (12/31/04)

Liability Contribution

\$200 Million of debt

\$50 Million of derivatives at 6/30/2005

\$157 Million of ARO

Structure

Tax-free Reverse Morris Trust transaction

Spin-off of offshore Gulf of Mexico operations

Stock-for-stock merger of SpinCo and Mariner

Mariner Equity Ownership

58.2% Forest shareholders

41.8% Mariner shareholders

Mariner Management & Governance

Scott D. Josey, Chairman & CEO

7 member board

2 members to be mutually agreed by Forest and Mariner

Expected Close

Q1 2006 (economic effective date of July 1, 2005)*

Forest and Mariner shareholders will each own freely tradable registered stock in Mariner upon closing

* Subject to Mariner shareholder vote and SEC registration requirements

Combination

[LOGO]

Mariner Contribution [LOGO]
Management

Forest Contribution [LOGO]
Development

Deepwater, shelf, West Texas
assets

expertise/personnel
Underexploited shelf assets

Exploration track record

Identified exploitation
opportunities

Prospect inventory

Cash flow

42% Equity ownership

[LOGO]

58% Equity ownership

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

Strong cash flow

Modest debt level

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

Blend of exploration and exploitation opportunities

Mariner SpinCo Trend Map

[GRAPHIC]

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

Creates a leading Gulf of Mexico focused independent

Balances deepwater exploration with low risk shelf production

Adds high impact deep shelf and ultra-deep shelf opportunities

Extensive prospects in inventory

Synergies achieved through property overlap and operating efficiencies

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

[CHART]

* Reserves are pro-forma acquisition of Bass Lite

GOM Lease Expirations 2004-2005: 563 Leases

[GRAPHIC]

GOM Lease Expirations 2006-07: 2,411 Leases

[GRAPHIC]

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GOM Lease Expirations

[GRAPHIC]

Exploration Track Record

[GRAPHIC]

Significant Discoveries .over 80% Internally Generated

Deepwater Operations Expertise

CHART

10

Strong Competitive Positioning and Value

2004 Proved Reserves

[CHART]

EV/ 2004 Proved Reserves

[CHART]

2005 Production

[CHART]

EV/ 2005 Production

[CHART]

*Reserves are pro-forma for acquisition of Bass Lite

Note: Enterprise values as of January 26, 2006.

2005 2006 GOM TRANSACTIONS

Date	Buyer	Seller	Transaction Value (\$MM)	Total Reserves (Bcfe)	Daily Production (MMcfe/d)	TV/Reserves (\$/Bcfe)	TV/Production (\$/MMcfe/d)
4/05*	Statoil	EnCana	2,000	246.8	NA	8.10	NA
4/05	Nippon Oil	Devon	595	252.0	238.9	2.36	2,491
6/05	Cal Dive	Murphy	196	44.8	19.7	4.38	9,946
9/05	Woodside	Gryphon	297	72.5	29.6	4.10	10,034
9/05*	Norsk Hydro	Spinnaker	2,592	373.6	142.7	6.94	18,156
1/06	Cal Dive	Remington O&G	1,359	279.0	124.7	4.87	10,900
1/06	W&T Offshore						