

FOREST OIL CORP
Form PRER14A
October 16, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 14A

Amendment No. 3

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

Forest Oil Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

Common Stock, par value \$0.10 per share, of Forest Oil Corporation

Preferred Stock, par value \$0.01 per share, of Forest Oil Corporation

(2) Aggregate number of securities to which transaction applies:

163,711,510 shares of Common Stock

1,664,249 shares of Preferred Stock (convertible into 166,424,900 shares of Common Stock)

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

The underlying value of the transaction was determined based upon the market value of shares of Forest Oil Corporation common stock and the number of shares of Forest Oil Corporation common stock to be issued in the transaction as follows: (A) \$2.285, the average of the high and low prices per share of Forest Oil Corporation common stock on July 14, 2014, as quoted on the New York Stock Exchange multiplied by (B)(x) 163,711,510, the number of shares of Forest Oil Corporation common stock to be issued in the transaction plus (y) 166,424,900, the number of shares of Forest Oil Corporation common stock issuable upon conversion of the 1,664,249 shares of Forest Oil Corporation preferred stock to be issued in the transaction.

(4) Proposed maximum aggregate value of transaction:

\$754,361,697

(5) Total fee paid:

\$97,162

- Fee paid previously with preliminary materials.

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- x Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

\$34,148

(2) Form, Schedule or Registration Statement No.:

Form S-4

(3) Filing Party:

New Forest Oil Inc.

(4) Date Filed:

May 29, 2014

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SUBJECT TO COMPLETION, DATED OCTOBER 16, 2014

IMPORTANT SHAREHOLDER MEETING PLEASE VOTE TODAY

Dear Forest Oil Corporation Shareholder:

Forest Oil Corporation (Forest), Sabine Investor Holdings LLC (Sabine Investor Holdings) and FR XI Onshore AIV, LLC (AIV Holdings) have entered into a merger agreement providing for a combination of Forest's business with the business of Sabine Oil & Gas LLC (Sabine). In the transaction, Sabine Investor Holdings and AIV Holdings will contribute all of the equity interests of Sabine Oil & Gas Holdings LLC (Sabine Holdings) to Forest, with Sabine Holdings becoming a wholly owned subsidiary of Forest. In exchange for the contribution, Sabine Investor Holdings and AIV Holdings will receive shares of Forest common stock and convertible common-equivalent preferred stock, collectively representing approximately a 73.5% economic interest in Forest and 80% of the total voting power in Forest. Forest's current shareholders will continue to hold their shares of Forest common stock, which, following the transaction, will represent approximately a 26.5% economic interest in Forest and 20% of the total voting power in Forest.

Forest common shares are currently listed on the New York Stock Exchange (the NYSE) under the ticker symbol FST, and after the combination transaction is completed, Forest common shares will continue to be listed on the NYSE. Neither Sabine Holdings nor the Sabine units are listed on any national securities exchange.

To approve the combination transaction, Forest shareholders are being asked to approve the issuance of Forest stock to Sabine Investor Holdings and AIV Holdings as required by NYSE rules (the share issuance proposal), to approve an amendment to Forest's certificate of incorporation to increase the number of authorized common shares (the authorized share proposal) and three related proposals. The approval of the share issuance proposal requires the affirmative vote of holders of a majority of the Forest common shares present (in person or by proxy) at the special meeting and entitled to vote. The approval of the authorized share proposal requires the affirmative vote of holders of a majority of the outstanding Forest common shares. This proxy statement is being used to solicit proxies for a special meeting of Forest common shareholders to approve both proposals and each other proposal described in this proxy statement. **The Forest board has unanimously approved the merger agreement and determined that the combination transaction is advisable and in the best interests of Forest and its shareholders, and unanimously recommends that Forest shareholders vote FOR the share issuance proposal, the authorized share proposal and the other proposals to be voted on at the special meeting.**

We urge you to read this document, including the annexes, carefully and in their entirety. In particular, you should consider the matters discussed under Risk Factors beginning on page A-125, which contains a description of certain risks you may wish to consider in evaluating the combination transaction.

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Your vote is very important. We will not complete the combination transaction unless you approve the share issuance proposal and, unless Forest and Sabine Investor Holdings agree otherwise, the authorized share proposal. Whether or not you expect to attend the special meeting, the details of which are described in this document, please vote immediately by submitting your proxy by telephone, through the Internet or by completing, signing, dating and returning your signed proxy card(s) in the enclosed pre-paid envelope.

Sincerely,

Patrick R. McDonald
President and Chief Executive Officer
Forest Oil Corporation

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this document or determined if this document is truthful or complete. Any representation to the contrary is a criminal offense.

This document is dated [], 2014 and is first being mailed to Forest common shareholders on or about [], 2014.

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FOREST OIL CORPORATION

707 17th Street, Suite 3600

Denver, Colorado 80202

NOTICE OF FOREST OIL CORPORATION SHAREHOLDERS MEETING

TO BE HELD ON NOVEMBER 20, 2014

To Forest Oil Corporation Shareholders:

A special meeting of shareholders of Forest Oil Corporation will be held on November 20, 2014, at 9:00 a.m., local time, at the Telluride conference room, 707 17th Street, 21st Floor, Denver, Colorado 80202. The purpose of the special meeting is to allow Forest common shareholders to consider and vote upon the following proposals:

Share Issuance Proposal. A proposal to approve the issuance of 163,711,510 common shares and 1,664,249 Series A convertible common-equivalent preferred shares (convertible into 166,424,900 common shares) to Sabine Investor Holdings and FR XI Onshore AIV, LLC, pursuant to the Amended and Restated Agreement and Plan of Merger, dated as of May 5, 2014, and amended and restated as of July 9, 2014, by and among Sabine Investor Holdings LLC, FR XI Onshore AIV, LLC, Sabine Oil & Gas Holdings LLC, Sabine Oil & Gas Holdings II LLC (SOGH II), Sabine Oil & Gas LLC and Forest Oil Corporation, and to approve, in the event the authorized share proposal is not approved, the issuance of 1,137,113 Series B convertible common-equivalent preferred shares to Sabine Investor Holdings LLC and FR XI Onshore AIV, LLC in lieu of 113,711,300 common shares underlying such Series B convertible common-equivalent preferred shares. If the authorized share proposal is approved, based on the shares currently outstanding and the shares issuable pursuant to the merger agreement, we estimate that approximately 283,000,000 common shares will be issued and outstanding. If the authorized share proposal is not approved, based on the shares currently outstanding and the shares issuable pursuant to the merger agreement, we estimate that approximately 169,000,000 common shares will be issued and outstanding;

Authorized Share Proposal. A proposal to approve an amendment to the Forest certificate of incorporation to increase the number of authorized Forest common shares to 650,000,000 shares;

Name Change Proposal. A proposal to approve an amendment to the Forest certificate of incorporation to change the name of Forest to Sabine Oil & Gas Corporation ;

2014 LTIP Proposal. A proposal to approve the adoption of the Forest Oil Corporation 2014 Long Term Incentive Plan (the 2014 LTIP);

Section 162(m) Proposal. A proposal to approve certain material terms of the 2014 LTIP for purposes of complying with the requirements of Section 162(m) of the Internal Revenue Code; and

Adjournment Proposal. A proposal to approve the adjournment or postponement of the special meeting, if necessary or appropriate to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the share issuance proposal or the authorized share proposal.

Your vote is very important. The approval of the share issuance proposal requires the affirmative vote of holders of a majority of the Forest common shares present (in person or by proxy) at the special meeting and entitled to vote. The approval of the authorized share proposal and the name change proposal requires the

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affirmative vote of holders of a majority of the outstanding Forest common shares. The approval of each other proposal requires the affirmative vote of holders of a majority of the Forest common shares present (in person or by proxy) at the special meeting and entitled to vote. We will not complete the combination transaction unless you approve the share issuance proposal and, unless Forest and Sabine Investor Holdings otherwise agree, the authorized share proposal. **The Forest board of directors recommends that you vote FOR all of the proposals.**

Only holders of record of Forest common shares at the close of business on October 3, 2014, the record date, are entitled to receive this notice and to vote at the special meeting.

Whether or not you plan to attend the special meeting, please read the accompanying document and then cast your vote as instructed in your proxy card, as promptly as possible. You can also cast your vote by using the telephone or Internet. If you have any questions, would like additional copies of the document or need assistance with voting your Forest common shares, please contact Forest's proxy solicitor, Innisfree M&A Incorporated, toll-free at (877) 456-3463.

Sincerely,

Patrick R. McDonald
President and Chief Executive Officer

[], 2014

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FOREST UNAUDITED PRO FORMA CONDENSED CONSOLIDATED COMBINED STATEMENT OF OPERATIONS

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QUESTIONS AND ANSWERS ABOUT THE FOREST SPECIAL MEETING

The questions and answers below highlight only selected procedural information from this document. They do not contain all of the information that may be important to you. You should read carefully the entire document to fully understand the voting procedures for the Forest special meeting.

Q: Why am I receiving these materials?

A: On July 9, 2014, Sabine Investor Holdings, AIV Holdings, certain of their affiliated entities and Forest entered into an amended and restated merger agreement, which we refer to throughout this document as the merger agreement, providing for a combination of Forest's and Sabine's businesses.

In the combination transaction, Sabine Investor Holdings and AIV Holdings will contribute all of the equity interests of Sabine Holdings to Forest, with Sabine Holdings becoming a wholly owned subsidiary of Forest. In exchange for the contribution, (i) Sabine Investor Holdings and AIV Holdings will receive 123,837,490 and 39,874,020 shares of Forest common stock, respectively, and (ii) Sabine Investor Holdings and AIV Holdings will receive 1,258,900 and 405,349 shares of Forest Series A convertible common-equivalent preferred stock, respectively. Sabine Holdings and Sabine will subsequently merge into Forest, with Forest surviving the merger.

As a result of the combination transaction, current Forest common shareholders will continue to hold their shares of Forest common stock, which will (based on the number of Forest common shares outstanding as of May 5, 2014) represent approximately 42% of the issued and outstanding Forest common shares, representing approximately a 26.5% economic interest in Forest and 20% of the total voting power in Forest, and Sabine Investor Holdings and AIV Holdings will collectively hold approximately 58% of the issued and outstanding Forest common shares and 100% of the issued and outstanding Forest Series A convertible common-equivalent preferred shares, collectively representing approximately a 73.5% economic interest in Forest and 80% of the total voting power in Forest. If the 2014 LTIP Proposal is approved, it is currently contemplated that substantially all shares reserved under the 2014 LTIP will be used to grant awards to continuing employees in connection with the closing of the combination transaction or shortly thereafter, which will dilute the ownership percentages in Forest common shares listed above as well as the voting power of current Forest common shareholders, but will not affect the collective voting power of Sabine Investor Holdings and AIV Holdings, which will remain at 80%.

This document is being sent to Forest common shareholders in connection with a special meeting of Forest common shareholders to vote upon approval of the issuance of common shares and convertible common-equivalent preferred shares to Sabine and other proposals related to the combination transaction.

Q: What am I being asked to vote on?

A: Forest common shareholders are being asked to consider and vote on the following proposals:

Share Issuance Proposal. A proposal to approve the issuance of 163,711,510 common shares and 1,664,249 Series A convertible common-equivalent preferred shares (convertible into 166,424,900

common shares) to Sabine Investor Holdings and AIV Holdings in exchange for all of the equity interests of Sabine Holdings, which is currently owned directly or indirectly by Sabine Investor Holdings and AIV Holdings, and to approve, in the event the authorized share proposal is not approved, the issuance of 1,137,113 Series B convertible common-equivalent preferred shares to Sabine Investor Holdings and AIV Holdings in lieu of 113,711,300 common shares underlying such Series B convertible common-equivalent preferred shares. If the authorized share proposal is approved, based on the shares currently outstanding and the shares issuable pursuant to the merger agreement, we estimate that approximately 283,000,000 common shares will be issued and outstanding. If the authorized share proposal is not approved, based on the shares currently outstanding and the shares issuable pursuant to the merger agreement, we estimate that approximately 169,000,000 common shares will be issued and outstanding;

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Authorized Share Proposal. A proposal to approve an amendment to the Forest certificate of incorporation to increase the number of authorized Forest common shares to 650,000,000 shares;

Name Change Proposal. A proposal to approve an amendment to the Forest certificate of incorporation to change the name of Forest to Sabine Oil & Gas Corporation ;

2014 LTIP Proposal. A proposal to approve the adoption of the Forest Oil Corporation 2014 Long Term Incentive Plan;

Section 162(m) Proposal. A proposal to approve certain material terms of the 2014 LTIP for purposes of complying with the requirements of Section 162(m) of the Internal Revenue Code; and

Adjournment Proposal. A proposal to approve the adjournment or postponement of the special meeting, if necessary or appropriate to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the share issuance proposal or the authorized share proposal.

Q: What vote is required to approve each of the proposals?

A: The approval of each of the share issuance proposal, the 2014 LTIP proposal, the Section 162(m) proposal and the adjournment proposal requires the affirmative vote of holders of a majority of the Forest common shares present (in person or by proxy) at the special meeting and entitled to vote.

The approval of the authorized share proposal and the name change proposal requires the affirmative vote of holders of a majority of the outstanding Forest common shares.

Q: What if I do not vote my shares or if I abstain from voting?

A: The approval of each of the share issuance proposal, the 2014 LTIP proposal, the Section 162(m) proposal and the adjournment proposal requires the affirmative vote of holders of a majority of the Forest common shares present (in person or by proxy) at the special meeting and entitled to vote. As a result, if you abstain from voting on any of these proposals, your Forest common shares will be counted as present for purposes of establishing a quorum, but the abstention will have the same effect as a vote against that proposal. If you fail to vote on any of these proposals, your Forest common shares will not be counted as present and, therefore, will not affect the adoption of such proposal, except to the extent that your failure to vote prevents a quorum for voting on such proposal.

The approval of the authorized share proposal and the name change proposal requires the affirmative vote of holders of a majority of the outstanding Forest common shares. As a result, if you do not vote your Forest common shares or abstain from voting, it will have the same effect as a vote against the authorized share proposal and the name change proposal.

The Forest board of directors recommends that you vote FOR all of the proposals.

Q: What proposals must be passed in order for the combination transaction to be completed?

A: The obligations of the parties to complete the combination transaction are conditioned upon approval of the share issuance proposal and, unless Forest and Sabine Investor Holdings otherwise agree, the authorized share proposal. We will not complete the combination transaction unless you approve the share issuance proposal and, unless Forest and Sabine Investor Holdings otherwise agree, the authorized share proposal.

The Forest board of directors recommends that you vote FOR all of the proposals.

Q: What will happen if the authorized share proposal is not approved?

A: The authorized share proposal is a condition to the consummation of the combination transaction. If, however, the authorized share proposal is not approved and Forest and Sabine Investor Holdings mutually

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agree to waive this condition, then in exchange for the contribution, Sabine Investor Holdings and AIV Holdings will instead receive shares of Forest Series B convertible common-equivalent preferred stock in lieu of a portion of the Forest common stock that would have been received by them if there were available for issuance a sufficient amount of authorized but unissued common shares. As a result, Sabine Investor Holdings and AIV Holdings would receive (i) 37,822,023 and 12,178,187 shares of Forest common stock, (ii) 1,258,900 and 405,349 shares of Forest Series A convertible common-equivalent preferred stock and (iii) 860,155 and 276,958 shares of Forest Series B convertible common-equivalent preferred stock, respectively.

In that case, upon consummation of the combination transaction, and based upon the number of Forest common shares currently outstanding, current Forest common shareholders would continue to hold their shares of Forest common stock, which shares will represent approximately 70% of the issued and outstanding Forest common shares, approximately a 26.5% economic interest in Forest and 20% of the total voting power in Forest, and Sabine Investor Holdings and AIV Holdings will collectively hold approximately 30% of the issued and outstanding Forest common shares, 100% of the issued and outstanding Forest Series A convertible common-equivalent preferred shares and 100% of the issued and outstanding Forest Series B convertible common-equivalent preferred shares, collectively representing approximately a 73.5% economic interest in Forest and 80% of the total voting power in Forest. If the 2014 LTIP Proposal is approved, it is currently contemplated that substantially all shares reserved under the 2014 LTIP will be used to grant awards to continuing employees in connection with the closing of the combination transaction or shortly thereafter, which will dilute the ownership percentages in Forest common shares listed above as well as the voting power of current Forest common shareholders, but will not affect the collective voting power of Sabine Investor Holdings and AIV Holdings, which will remain at 80%.

Q: How does the Forest board recommend that I vote on the matters to be considered at the special meeting?

A: The Forest board unanimously recommends that Forest common shareholders vote:

FOR the share issuance proposal;

FOR the authorized share proposal;

FOR the name change proposal;

FOR the 2014 LTIP proposal;

FOR the Section 162(m) proposal; and

FOR the adjournment proposal.

See The Forest Special Meeting Recommendation of the Forest Board.

In considering the recommendation of the Forest board, you should be aware that some of Forest's executive officers and directors have interests in the combination transaction that are different from, or in addition to, the interests of Forest common shareholders generally. See Proposal No. 1 The Share Issuance Interests of Forest's Executive Officers and Directors in the Combination Transaction.

Q: Will there be any changes to my Forest common shares as a result of the combination transaction?

A: No. All Forest common shares will remain outstanding after the combination transaction, and no changes will be made to the Forest common shares currently outstanding as a result of the combination transaction.

Q: What will happen to my outstanding Forest equity-based awards in the combination transaction?

A: In the combination transaction, each Forest stock option that is outstanding immediately prior to the effective time of the combination transaction will, as of the effective time of the combination transaction,

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automatically be cancelled and converted into the right to receive an amount of cash, without interest, equal to the product of (1) the total number of Forest common shares subject to such Forest stock option and (2) the excess, if any, of (a) the closing price of Forest common shares on the NYSE on the last trading day prior to closing date of the combination transaction, over (b) the exercise price per Forest common share applicable to such Forest stock option (with the aggregate amount of such payment rounded down to the nearest cent), less such amounts as are required to be deducted and withheld under any provision of state, local or foreign tax law with respect to the making of such payment. Each Forest stock option for which the exercise price per Forest common share applicable to such Forest stock option equals or exceeds the closing price of Forest common shares on the NYSE on the last trading day prior to the closing date of the combination transaction will be cancelled pursuant to the merger agreement for no consideration.

In the combination transaction, each Forest performance unit award that is outstanding immediately prior to the effective time of the combination transaction will automatically become fully vested and will be settled in cash or shares in accordance with the terms of the applicable award agreement for such Forest performance unit award (including concluding the performance period as of the closing date of the combination transaction for purposes of measuring achievement of performance conditions).

In the combination transaction, each Forest phantom unit award that is outstanding immediately prior to the effective time of the combination transaction will automatically become fully vested and will be settled in accordance with the terms of the applicable award agreement for such phantom unit award.

In the combination transaction, each Forest restricted share that is outstanding immediately prior to the effective time of the combination transaction will automatically become fully vested and the restrictions with respect thereto will lapse.

Q: When and where will the special meeting be held?

A: The special meeting will be held on November 20, 2014, at 9:00 a.m., local time, at the Telluride conference room, 707 17th Street, 21st Floor, Denver, Colorado 80202, subject to any adjournments or postponements.

Q: Who is entitled to vote at the special meeting?

A: The record date for the Forest special meeting is October 3, 2014. Only record holders of Forest common shares at the close of business on the record date for the Forest special meeting are entitled to notice of, and to vote at, the special meeting and any adjournments or postponements of the special meeting. No other shares of Forest capital stock are entitled to notice of and to vote at the special meeting.

Q: How do I submit my proxy for the special meeting?

A: If you were a holder of record of Forest common shares at the close of business on the record date, you may vote in person by attending the special meeting or, to ensure that your shares are represented at the special meeting,

you may authorize a proxy to vote by:

By Internet. Shareholders who received a notice about the Internet availability of the proxy materials may submit their proxy over the Internet by following the instructions on the notice. Shareholders who have received a paper copy of a proxy card or voting instruction card by mail may submit proxies over the Internet by following the instructions on the proxy card or voting instruction card. Internet voting will be available until 11:59 p.m., local time, on November 19, 2014 or, if the special meeting is continued, adjourned or postponed, until 11:59 p.m., local time, on the day immediately before such continued, adjourned or postponed meeting.

By Telephone. Shareholders of record may submit proxies by telephone, by calling the number included in the materials received from Computershare Shareowner Services LLC and following the instructions. In addition, you will need to have the control number that appears on your notice available when voting. Shareholders who are beneficial owners of their shares and who have received a voting instruction card may

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vote by calling the number specified on the voting instruction card provided by their broker, trustee, or nominee. Telephone voting will be considered at the special meeting if completed prior to 11:59 p.m., local time, on November 19, 2014 or, if the special meeting is continued, adjourned or postponed, until 11:59 p.m., local time, on the day immediately before such continued, adjourned or postponed special meeting.

By Mail. Shareholders who have received a paper copy of a proxy card or voting instruction card by mail may submit proxies by completing, signing, and dating their proxy card or voting instruction card and mailing it in the accompanying pre-addressed envelope. Proxy cards submitted by mail and received by Forest after 5:00 p.m., local time, on November 19, 2014 may not be considered unless the special meeting is continued, adjourned or postponed, and then only if received before the date and time the continued, adjourned or postponed special meeting is held.

If you hold Forest common shares in street name through a bank, broker or other nominee, please follow the voting instructions provided by your bank, broker or other nominee to ensure that your Forest common shares are represented at the special meeting.

Q: How many votes do I have?

A: Forest common shareholders have one vote per share on each matter to be acted upon.

Q: If my Forest common shares are held in street name by my bank, broker or other nominee, will my bank, broker or other nominee automatically vote my shares for me?

A: No. If your Forest common shares are held in street name, you must instruct the broker, bank, nominee or other holder of record on how to vote your shares. Your broker, bank, nominee or other holder of record will vote your shares only if you provide instructions on how to vote by filling out the voting instruction form sent to you by your broker, bank, nominee or other holder of record with this document.

Please follow the voting instructions provided by your bank, broker or other nominee so that it may vote your Forest common shares on your behalf. Please note that you may not vote your Forest common shares held in street name by returning a proxy card directly to Forest or by voting in person at the special meeting unless you first obtain a legal proxy from your bank, broker or other nominee.

Q: What will happen if I return my proxy card without indicating how to vote?

A: If you submit your proxy via the Internet, by telephone or by mail, the officers named on your proxy card will vote your shares in the manner you requested if you correctly submitted your proxy. If you are a shareholder of record and sign your proxy card and return it without indicating how to vote on any particular proposal, the Forest common shares represented by your proxy will be voted in favor of that proposal.

Q: May I vote in person?

A: Yes. If you are a Forest common shareholder of record at the close of business on October 3, 2014, you may attend the special meeting and vote your Forest common shares in person, in lieu of submitting your proxy by telephone or Internet or returning your signed proxy card. If you hold your Forest common shares in street name through a bank, broker or other nominee, you must provide a legal proxy at the special meeting in order to vote in person, which legal proxy you must obtain from your bank, broker or other nominee.

Q: What do I do if I want to change my vote after I have delivered my proxy card?

A: If you are a record holder of Forest common shares, you may change or revoke your proxy at any time prior to the vote on the matters at the special meeting or, if the special meeting is continued, adjourned or postponed, the date and time of such continued, adjourned or postponed meeting by (1) delivering to

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Forest's Corporate Secretary at Forest's principal executive office, located at 707 17th Street, Suite 3600, Denver, Colorado 80202, a written revocation that must be received by Forest prior to the date and time of the special meeting, or, if the special meeting is continued, adjourned or postponed, the date and time of such continued, adjourned or postponed meeting, (2) submitting another valid proxy card with a later date by mail, (3) voting by submitting a proxy by telephone or Internet prior to the date and time of the special meeting, or, if the special meeting is continued, adjourned or postponed, the date and time of such continued, adjourned or postponed meeting, or (4) attending the special meeting in person and giving Forest's Inspector of Elections notice of your intent to vote your shares in person.

If your shares are held in street name by a broker, bank or other nominee, please refer to the information forwarded to you by your broker, bank or other nominee for instructions on revoking or changing your proxy. If you intend to revoke your voting instructions you must ensure that such revocation is received by Forest's Corporate Secretary prior to the date and time of the special meeting, or, if the special meeting is continued, adjourned or postponed, by the date and time of such continued, adjourned or postponed meeting.

Any revocation received as of or after the vote on the matters at the special meeting or, if the special meeting is continued, adjourned or postponed, the date and time of such continued, adjourned or postponed meeting will not be effective. Attendance at the special meeting will not, by itself, revoke a proxy. Only your last submitted proxy card will be considered. Please cast your vote FOR the proposals, following the instructions in your proxy card, as promptly as practicable.

Q: What happens if I sell my Forest common shares after the record date but before the special meeting?

A: If you transfer your Forest common shares after the record date but before the date of the special meeting, you will retain your right to vote at the special meeting (provided, that such shares remain outstanding on the date of the special meeting).

Q: Am I entitled to exercise appraisal rights under the New York Business Corporation Law if I do not vote in favor of the share issuance proposal and the authorized share proposal?

A: No. Under applicable law, no appraisal rights will be available to holders of Forest common shares in connection with the combination transaction.

Q: When do you expect to complete the combination transaction?

A: Sabine and Forest currently expect to complete the combination transaction in the fourth quarter of 2014. However, no assurance can be given as to when, or whether, the combination transaction will be completed.

Q: Who can help answer my questions?

A: If you need assistance in completing your proxy card or have questions regarding the special meeting, please contact Innisfree M&A Incorporated toll-free at (877) 456-3463. Banks and brokers may call collect at (212) 750-5833.

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SUMMARY

This summary highlights information contained elsewhere in this document and may not contain all of the information that is important to you. You are urged to carefully read the entire document and the other documents referred to in this document to fully understand the combination transaction. See [Where You Can Find More Information](#).

Information about the Companies (Page 109)

Sabine Oil & Gas LLC

Sabine is an independent oil and natural gas company engaged in the acquisition, development, exploitation and exploration of oil and natural gas properties onshore in the United States. Sabine and its subsidiaries' operations are focused in three core areas: East Texas, targeting the Cotton Valley Sand and the Haynesville Shale formations; South Texas, targeting the Eagle Ford Shale formation; and North Texas, targeting the Granite Wash formation. Sabine's principal offices are at 1415 Louisiana Street, Suite 1600, Houston, TX 77002, and its telephone number is (832) 242-9600.

SOGH II is the sole member of Sabine Oil & Gas LLC, and Sabine Holdings is the sole member of SOGH II. Neither SOGH II nor Sabine Holdings have operations separate from their investment in Sabine.

Additional information about Sabine Holdings, SOGH II and Sabine and its subsidiaries is included elsewhere in this document. See [Information About the Companies](#) [Information About Sabine](#).

Forest Oil Corporation

Forest is an independent oil and gas company engaged in the acquisition, exploration, development, and production of oil, natural gas and natural gas liquids (NGLs) primarily in North America. Forest was incorporated in New York in 1924, as the successor to a company formed in 1916, and has been a publicly held company since 1969. Forest's total estimated proved oil and natural gas reserves as of December 31, 2013 were approximately 625 Bcfe, all of which are located in the United States. Forest's principal executive offices and corporate headquarters are located at 707 17th Street, Suite 3600, Denver, Colorado 80202. Forest's telephone number at that address is (303) 812-1400.

Additional information about Forest and its subsidiaries is included elsewhere in this document. See [Information About the Companies](#) [Information About Forest](#).

The Forest Special Meeting (Page 23)

The special meeting will be held on November 20, 2014, at 9:00 a.m., local time, at the [Telluride](#) conference room, 707 17th Street, 21st Floor, Denver, Colorado 80202, subject to any adjournments or postponements.

The Forest board has established October 3, 2014 as the record date for the special meeting. Only record holders of Forest common shares at the close of business on the record date for the special meeting are entitled to notice of, and to vote at, the special meeting and any adjournments or postponements of the special meeting. At the close of business on the record date, there were 119,374,111 Forest common shares outstanding and entitled to vote, which includes 1,967,258 of restricted shares beneficially owned by employees, officers and directors of Forest subject to vesting. Holders of Forest common shares have one vote per share on each matter to be acted upon.

The purpose of the special meeting is to vote upon the following proposals:

Share Issuance Proposal. A proposal to approve the issuance of 163,711,510 common shares and 1,664,249 Series A convertible common-equivalent preferred shares (convertible into 166,424,900 common shares) to

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Sabine Investor Holdings and AIV Holdings in exchange for all of the equity interests of Sabine Holdings, which is currently owned directly or indirectly by Sabine Investor Holdings and AIV Holdings and to approve, in the event the authorized Share Proposal is not approved, the issuance of 1,137,113 Series B convertible common-equivalent preferred shares to Sabine Investor Holdings and AIV Holdings in lieu of 113,711,300 common shares underlying such Series B convertible common-equivalent preferred shares. If the authorized share proposal is approved, based on the shares currently outstanding and the shares issuable pursuant to the merger agreement, we estimate that approximately 283,000,000 common shares will be issued and outstanding. If the authorized share proposal is not approved, based on the shares currently outstanding and the shares issuable pursuant to the merger agreement, we estimate that approximately 169,000,000 common shares will be issued and outstanding;

Authorized Share Proposal. A proposal to approve an amendment to the Forest certificate of incorporation to increase the number of authorized Forest common shares to 650,000,000 shares;

Name Change Proposal. A proposal to approve an amendment to the Forest certificate of incorporation to change the name of Forest to Sabine Oil & Gas Corporation ;

2014 LTIP Proposal. A proposal to approve the adoption of the 2014 LTIP;

Section 162(m) Proposal. A proposal to approve certain material terms of the 2014 LTIP for purposes of complying with the requirements of Section 162(m) of the Internal Revenue Code; and

Adjournment Proposal. A proposal to approve the adjournment or postponement of the special meeting, if necessary or appropriate to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the share issuance proposal or the authorized share proposal.

The required vote to approve each proposal generally is as set forth in the table below.

Proposal	Vote Required
Share Issuance Proposal (Item 1)	Affirmative vote of a majority of the Forest common shares present (in person or by proxy) at the special meeting and entitled to vote
Authorized Share Proposal (Item 2)	Affirmative vote of a majority of the outstanding Forest common shares
Name Change Proposal (Item 3)	Affirmative vote of a majority of the outstanding Forest common shares
2014 LTIP Proposal (Item 4)	Affirmative vote of the majority of the Forest common shares present (in person or by proxy) at the special meeting and entitled to vote
Section 162(m) Proposal (Item 5)	Affirmative vote of the majority of the Forest common shares present (in person or by proxy) at the special meeting and entitled to vote
Adjournment Proposal (Item 6)	Affirmative vote of the majority of the Forest common shares present (in person or by proxy) at the special meeting and entitled to vote

The Merger Agreement (Page 54)

Overview

On July 9, 2014, Sabine Investor Holdings, AIV Holdings, certain of their affiliated entities, and Forest entered into an amended and restated merger agreement, which amended and restated the merger agreement originally entered into by Sabine Investor Holdings, Forest, New Forest Oil Inc. (Holdco) and certain of their affiliated entities on May 5, 2014. We refer to this amended and restated merger agreement throughout as the merger agreement . Pursuant to the terms and subject to the conditions set forth in the merger agreement, Forest

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and Sabine Holdings agreed to combine their businesses. In the combination transaction, Sabine Investor Holdings will contribute all of the equity interests of Sabine Holdings and AIV Holdings will contribute all of the equity interests in two other holding companies, FR NFR Holdings, Inc. and FR NFR, PI, Inc., to Forest, with Sabine Holdings becoming a wholly owned subsidiary of Forest. FR NFR Holdings, Inc. and FR NFR PI, Inc. will subsequently merge with and into Forest, with Forest surviving. Sabine Holdings, SOGH II and Sabine will subsequently merge with and into Forest, with Forest surviving and the operating subsidiaries of Sabine becoming subsidiaries of Forest.

The following diagram illustrates the structure of the combination transaction, assuming the contribution by AIV Holdings of all of the Forest shares it will receive in connection with the combination transaction to Sabine Investor Holdings immediately following the consummation of the combination transaction:

Before the Combination Transaction

Table of Contents***After the Combination Transaction******Consideration to Forest Shareholders and Sabine Investor Holdings***

Sabine Investor Holdings and AIV Holdings will contribute, directly or indirectly, all of the equity interests of Sabine Holdings to Forest, with Sabine Holdings becoming a wholly owned subsidiary of Forest. In exchange for the contribution, (i) Sabine Investor Holdings and AIV Holdings will receive 123,837,490 and 39,874,020 shares of Forest common stock, respectively and (ii) Sabine Investor Holdings and AIV Holdings will receive 1,258,900 and 405,349 shares of Forest Series A convertible common-equivalent preferred stock, respectively. Upon consummation of the combination transaction, current Forest common shareholders will continue to hold their shares of Forest common stock, which shares will represent (based on the number of Forest common shares outstanding as of May 5, 2014) approximately 42% of the issued and outstanding Forest common shares, approximately a 26.5% economic interest in Forest and 20% of the total voting power in Forest, and Sabine Investor Holdings and AIV Holdings will collectively hold approximately 58% of the issued and outstanding Forest common shares and 100% of the issued and outstanding Forest Series A convertible common-equivalent preferred shares, collectively representing approximately a 73.5% economic interest in Forest and 80% of the total voting power in Forest. If the 2014 LTIP Proposal is approved, it is currently contemplated that substantially all shares reserved under the 2014 LTIP will be used to grant awards to continuing employees in connection with the closing of the combination transaction or shortly thereafter, which will dilute the ownership percentages in Forest common shares listed above as well as the voting power of current Forest common shareholders, but will not affect the collective voting power of Sabine Investor Holdings and AIV Holdings, which will remain at 80%.

The authorized share proposal is a condition to the consummation of the combination transaction. If the authorized share proposal is not approved and Forest and Sabine Investor Holdings mutually agree to waive this condition, then in exchange for the contribution, Sabine Investor Holdings and AIV Holdings will instead receive shares of Forest Series B convertible common-equivalent preferred stock in lieu of a portion of the Forest common stock that would have been received by them if there were available for issuance a sufficient amount of authorized but unissued common shares. As a result, Sabine Investor Holdings and AIV Holdings would receive (i) 37,822,023 and 12,178,187 shares of Forest common shares, (ii) 1,258,900 and 405,349 shares of Forest Series A convertible common-equivalent preferred stock and (iii) 860,155 and 276,958 shares of Forest Series B convertible common-equivalent preferred stock, respectively. In that case, upon consummation of the combination transaction, and based upon the number of Forest common shares currently outstanding, current Forest common shareholders would hold approximately 70% of the issued and outstanding Forest common shares, representing approximately a 26.5% economic interest in Forest and 20% of the total voting power in Forest, and Sabine Investor Holdings and AIV Holdings will collectively hold approximately 30% of the issued

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and outstanding Forest common shares, 100% of the issued and outstanding Forest Series A convertible common-equivalent preferred shares and 100% of the issued and outstanding Forest Series B convertible common-equivalent preferred shares, collectively representing approximately a 73.5% economic interest in Forest and 80% of the total voting power in Forest.

Pursuant to the merger agreement, at the completion of the combination transaction, Forest's bylaws will be amended and, in the event the authorized share proposal or the name change proposal is approved, its certificate of incorporation will be amended as approved. In addition, following completion of the combination transaction, Sabine Investor Holdings and AIV Holdings intend to use their voting power to cause Forest to be reincorporated in Delaware (from New York), with the result that Forest and its shareholders will be governed by Delaware law instead of New York law. See Comparison of Rights of Forest Shareholders Before and After the Combination Transaction.

Treatment of Forest Equity-Based Awards

Forest Stock Options

Each Forest stock option that is outstanding immediately prior to the effective time of the combination transaction will, as of the effective time of the combination transaction automatically be cancelled and converted into the right to receive an amount of cash, without interest, equal to the product of (1) the total number of Forest common shares subject to such Forest stock option and (2) the excess, if any, of (a) the closing price of Forest common shares on the NYSE on the last trading day prior to the closing date, over (b) the exercise price per Forest common share applicable to such Forest stock option (with the aggregate amount of such payment rounded down to the nearest cent), less such amounts as are required to be deducted and withheld under any provision of state, local or foreign tax law with respect to the making of such payment. Each Forest stock option for which the exercise price per Forest common share applicable to such Forest stock option equals or exceeds the closing price of Forest common shares on the NYSE on the last trading day prior to closing date will be cancelled pursuant to the merger agreement for no consideration.

Forest Performance Unit Awards

Each Forest performance unit award that is outstanding immediately prior to the effective time of the combination transaction will automatically become fully vested at the effective time of the combination transaction and will be settled following the effective time of the combination transaction in cash or shares in accordance with the terms of the applicable award agreement for such Forest performance unit award (including concluding the performance period as of the closing date for purposes of measuring achievement of performance conditions).

Forest Phantom Unit Awards

Each Forest phantom unit award that is outstanding immediately prior to the effective time of the combination transaction will automatically become fully vested at the effective time of the combination transaction and will be settled following the effective time of the combination transaction in accordance with the terms of the applicable award agreement for such phantom unit award.

Forest Restricted Shares

Each Forest restricted share that is outstanding immediately prior to the effective time of the combination transaction will automatically become fully vested at the effective time of the combination transaction and the restrictions with respect thereto will lapse.

Recommendation of the Forest Board (Page 24)

The Forest board unanimously recommends that Forest common shareholders vote:

FOR the share issuance proposal;

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FOR the authorized share proposal;

FOR the name change proposal;

FOR the 2014 LTIP proposal;

FOR the Section 162(m) proposal; and

FOR the adjournment proposal.

See The Forest Special Meeting Recommendation of the Forest Board.

The Forest board has unanimously approved the merger agreement and determined that the combination transaction is advisable and in the best interests of Forest and its shareholders. In determining whether to approve the merger agreement and the transactions contemplated thereby, the Forest board considered the factors described in the section entitled Proposal No. 1 The Share Issuance Reasons for the Recommendation to Forest Shareholders by the Forest Board.

Opinion of Forest's Financial Advisor (Page 40)

In connection with the transactions contemplated by the merger agreement, dated May 5, 2014 (referred to as the original merger agreement), J.P. Morgan Securities LLC (J.P. Morgan), Forest's financial advisor, delivered to the Forest board on May 5, 2014, its oral opinion, which was subsequently confirmed in writing on May 5, 2014, as to the fairness, from a financial point of view and as of the date of such opinion and based upon and subject to the factors, assumptions, limitations and qualifications set forth in such opinion, of the exchange ratio in the proposed transactions contemplated by the original merger agreement to the holders of Forest common stock. While there is no longer an exchange ratio in the merger agreement, the exchange ratio under the original merger agreement would have resulted in Forest's current shareholders, on the one hand, and Sabine Investor Holdings and AIV Holdings, on the other hand, receiving the same percentage economic common-equivalent interest in the post-closing combined company of approximately 26.5% and 73.5% respectively as they will hold or receive as of the closing of the combination transaction under the merger agreement. For more information, see Proposal No. 1 The Share Issuance Background of the Combination Transaction. The full text of J.P. Morgan's written opinion dated May 5, 2014, which sets forth the assumptions made, matters considered and limits on the review undertaken, is attached as Annex G to this document and is incorporated herein by reference. The holders of Forest common stock are urged to read the opinion in its entirety. J.P. Morgan's written opinion is addressed to the Forest board, is directed only to the exchange ratio in the proposed transactions contemplated by the original merger agreement and does not constitute a recommendation to any Forest shareholder as to how such shareholder should vote or act with respect to the transactions contemplated by the original merger agreement, the merger agreement or any other matter.

For a description of the opinion that Forest received from J.P. Morgan, see Proposal No. 1 The Share Issuance Opinion of J.P. Morgan Securities LLC, Forest's Financial Advisor.

Interests of Forest's Executive Officers and Directors in the Combination Transaction (Page 49)

Certain members of Forest's board and executive officers may be deemed to have interests in the combination transaction that are in addition to, or different from, the interests of other Forest common shareholders. The Forest board was aware of these interests and considered them, among other matters, in approving the merger agreement and the combination transaction and in making the recommendation that the Forest common shareholders approve the share issuance proposal, the authorized share proposal and the related proposals. These interests include:

with respect to executive officers and directors, all Forest stock options will be cashed-out and all unvested Forest restricted shares will be vested;

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with respect to executive officers, all Forest performance unit awards will become vested based on performance through the closing and will be settled in accordance with their terms and all Forest phantom unit awards will become vested and will be settled in accordance with their terms;

change-in-control severance agreements with Forest's executive officers (other than Mr. Schelin) provide for severance benefits in the event of certain qualifying terminations of employment following the combination transaction, and a letter agreement with Mr. Schelin provides for a severance payment in the event of certain qualifying terminations of employment; and

Forest's directors and executive officers are entitled to continued indemnification and insurance coverage under the merger agreement.

For additional information, see Proposal No. 1 The Share Issuance Interests of Forest's Executive Officers and Directors in the Combination Transaction.

No Appraisal Rights (Page 53)

Under applicable law, no appraisal rights will be available to holders of Forest common shares in connection with the combination transaction.

Public Trading Markets; Listing of Forest Common Shares (Page 53)

Forest common shares are currently listed on the NYSE under the ticker symbol FST, and after the combination transaction is completed, Forest common shares will continue to be listed on the NYSE. If the name change proposal is approved, Forest intends to apply to change its ticker symbol on the NYSE from FST to SABO. Neither Sabine's nor Sabine Holdings' units are listed on any national securities exchange or otherwise publicly traded.

Directors and Management of Forest Following the Combination Transaction (Page 71)

Following the combination transaction, the Forest board of directors will consist of 10 directors, eight of whom will be designated by Sabine Investor Holdings. The directors will be classified with respect to their terms of office by dividing them into three classes. At each annual meeting of shareholders, directors to replace those whose terms expire at such annual meeting will be elected to hold office until the third succeeding annual meeting. The initial term of the directors will end with the first, second or third annual shareholders' meeting to be held by Forest following the combination transaction. Thereafter, the directors will serve three-year terms.

David Sambrooks, the current chief executive officer and a director of Sabine, will be the chief executive officer and a director of Forest, and Patrick McDonald, the current chief executive officer and a director of Forest, is also expected to serve as a director following the combination transaction. It is expected that the other members of the Forest board of directors other than Mr. Sambrooks and Mr. McDonald will be independent directors for purposes of the NYSE's listing requirements. On or prior to the completion of the combination transaction, Forest will cause the individuals indicated under Directors and Management of Forest Following the Combination Transaction to be elected or appointed as officers of Forest as specified in that section.

Impact on Forest's Debt (Page 52)

The combination transaction, if completed, will result in a change of control as defined in Forest's existing credit agreement and existing indentures. The occurrence of a change of control is an event of default under Forest's existing credit agreement. Sabine has obtained committed debt financing sufficient to refinance Forest's existing credit agreement. The occurrence of a change of control triggers an obligation for Forest to make a change of control offer for each series of its outstanding notes at a price of 101% of the outstanding principal

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amount thereof, plus accrued and unpaid interest, if any, following the occurrence of a change of control transaction, pursuant to the terms of the relevant indentures. Sabine has obtained committed bridge financing sufficient to finance the purchase of any such notes which are required to be purchased in connection with such change of control offer.

Accounting Treatment (Page 52)

In accordance with accounting principles generally accepted in the United States of America (U.S. GAAP), Forest will account for the combination transaction using the acquisition method of accounting (acquisition accounting) with Sabine as the acquiring entity. Under the acquisition method of accounting, Sabine s assets and liabilities will retain their carrying values and Forest s assets and liabilities will be recorded at their fair values measured as of the acquisition date. The excess of the purchase price over the estimated fair values of Forest s net assets acquired, if applicable, will be recorded as goodwill.

Regulatory Approvals Required for the Combination Transaction (Page 52)

It is a condition to the completion of the combination transaction that the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the HSR Act) terminate or expire. On May 23, 2014, Forest and Sabine Investor Holdings each filed the required notification and report forms under the HSR Act with the Federal Trade Commission (FTC) and the Antitrust Division of the U.S. Department of Justice (Antitrust Division) with respect to Sabine Investor Holdings acquisition of voting securities in Forest. The FTC, which administers the HSR Act, granted early termination of the waiting period applicable to Sabine Investor Holdings acquisition of voting securities in Forest on June 5, 2014. At any time before or after the completion of the combination transaction, the Antitrust Division, the FTC or state Attorneys General could take action under the antitrust laws as deemed necessary or desirable in the public interest, including without limitation seeking to enjoin the completion of the combination transaction or to permit completion only subject to divestitures of assets, regulatory concessions or other conditions.

Agreement Not to Solicit Other Offers (Page 58)

As more fully described in this document and in the merger agreement, and subject to the terms and conditions described in the merger agreement, Forest agreed that it will not, and will cause its subsidiaries and its and their respective directors and officers not to directly or indirectly:

solicit, initiate, knowingly encourage, or knowingly facilitate any inquiries regarding certain alternative acquisition proposals;

conduct or engage in any discussions, disclose any nonpublic information, or afford access to the business, properties, assets, books or records of Forest with respect to, or assist, facilitate or cooperate with any third party with respect to any such alternative acquisition proposals; or

enter into any agreement relating to any such alternative acquisition proposals.

Notwithstanding the foregoing, Forest and its representatives may take certain actions with respect to any such alternative acquisition proposal if:

the Forest common shareholders have not yet approved the share issuance proposal and the authorized share proposal;

Forest did not breach the non-solicitation provisions of the merger agreement; and

before taking any such actions, the Forest board determines in good faith, after consultation with its financial advisor and outside legal counsel, that such alternative acquisition proposal constitutes a superior proposal or is reasonably likely to lead to a superior proposal, as described in more detail under The Merger Agreement and Other Transaction Agreements Agreement Not to Solicit Other Offers.

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The Forest board is permitted to change its recommendation for the combination transaction and/or terminate the merger agreement in order to enter into a definitive agreement with respect to a superior proposal if:

Forest has given Sabine Investor Holdings at least three business days notice of its intention to take such action;

Forest has negotiated in good faith to enable Sabine Investor Holdings to revise the terms of the merger agreement such that it would cause the superior proposal to no longer constitute a superior proposal;

the Forest board will have considered in good faith any changes to the merger agreement proposed in writing by Sabine Investor Holdings and will have determined that the third-party proposal nonetheless remains a superior proposal; and

in the case of a termination of the merger agreement, Forest has paid to Sabine Holdings a \$15.0 million termination fee.

Termination of the Merger Agreement (Page 62)

The merger agreement may be terminated at any time prior to the effective time of the combination transaction:

by mutual written consent of Sabine Investor Holdings and Forest;

by either Sabine Investor Holdings or Forest:

if any governmental entity of competent jurisdiction has issued any order, decree, ruling or injunction or taken any other action permanently restraining, enjoining or otherwise prohibiting the consummation of the combination transaction and such order, decree, ruling or injunction or other action has become final and nonappealable, subject to certain additional requirements;

if the combination transaction has not been completed prior to 5:00 p.m., Houston time, on December 31, 2014 (the End Date), subject to certain exceptions; or

if the special meeting has concluded and Forest common shareholders have not approved the share issuance proposal;

by Forest:

if any of the representations or warranties of the Sabine parties was or becomes inaccurate or any breach by any Sabine party or AIV Holdings of any covenant or other agreement of such parties contained in the merger agreement occurs and such inaccuracy or breach (i) would result in certain closing conditions being incapable of being satisfied and (ii) is not curable, or, if curable has not been cured prior to the earlier of the business day prior to the End Date or the date that is 60 days after the date that notice of such inaccuracy or breach is provided to Sabine Investor Holdings by Forest, subject to certain additional requirements; or

to enter into a definitive agreement with respect to a superior proposal (in which case Forest must pay Sabine Holdings a \$15.0 million termination fee concurrently with such termination);

by Sabine Investor Holdings:

if any of the representations or warranties of Forest was or becomes inaccurate or any breach by Forest of any covenant or other agreement of the parties contained in the merger agreement occurs and such inaccuracy or breach (i) would result in certain closing conditions being incapable of being satisfied and (ii) is not curable, or, if curable has not been cured prior to the earlier of the business day prior to the End Date or the date that is 60 days after the date that notice of such inaccuracy or breach is provided to Forest by Sabine Investor Holdings, subject to certain additional requirements;

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if the Forest board of directors changes its recommendation for the combination transaction; or

if Forest engaged in a willful and material breach of its non-solicitation obligations.

Termination Fee (Page 63)

As more fully described in this document and in the merger agreement, and subject to the terms and conditions described in the merger agreement, the merger agreement requires Forest to pay Sabine Holdings a \$15.0 million termination fee if:

Sabine Investor Holdings terminates the merger agreement because of a Forest Recommendation Change or because Forest engaged in a willful and material breach of its non-solicitation obligations;

Sabine Investor Holdings terminates the merger agreement because of Forest's willful and material breach of its obligation with respect to holding the special meeting pursuant to the merger agreement and such breach would result in certain closing conditions not being capable of being satisfied and is not curable or, if curable, has not been cured prior to the earlier of the business day prior to the End Date or the date that is 60 days after the date that notice of such inaccuracy or breach is provided to Forest by Sabine Investor Holdings;

- (1) prior to the special meeting, there has been publicly announced, disclosed or otherwise made known a bona fide acquisition proposal for Forest that has not been withdrawn at least five days prior to the special meeting,
- (2) Forest terminates the merger agreement because the Forest special meeting has concluded and the Forest common shareholders did not approve the share issuance proposal and the authorized share proposal, and
- (3) within 12 months after such termination, Forest enters into a definitive agreement with respect to or consummates an acquisition proposal involving at least 50% of the assets or equity of Forest; or

Forest terminates the merger agreement to enter into a definitive agreement with respect to a superior proposal.

Material U.S. Federal Income Tax Consequences (Page 99)

The combination transaction will not result in any U.S. federal income tax consequences to Forest common shareholders with respect to their Forest common shares. See Material U.S. Federal Income Tax Consequences.

Holders of Forest common shares should consult their own tax advisors to determine the tax consequences of the combination transaction to them, including the effects of U.S. federal, state, local and foreign tax laws.

Comparison of Rights of Forest Shareholders Before and After the Combination Transaction (Page 116)

Pursuant to the merger agreement, at the completion of the combination transaction, Forest's bylaws will be amended and, in the event the authorized share proposal or the name change proposal is approved, its certificate of incorporation will be amended as approved. In addition, following completion of the combination transaction, Sabine Investor Holdings and AIV Holdings intend to use their voting power to cause Forest to be reincorporated in Delaware (from New York), with the result that Forest and its shareholders will be governed by Delaware law instead of New York law. See Comparison of Rights of Forest Shareholders Before and After the Combination Transaction.

Table of Contents**SABINE SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA**

The following selected historical consolidated financial data are derived from Sabine's audited consolidated financial statements as of and for each of the years ended December 31, 2013, 2012 and 2011, Sabine's unaudited consolidated financial statements as of and for each of the years ended December 31, 2010 and 2009 and from Sabine's unaudited consolidated financial statements as of and for the six months ended June 30, 2014 and 2013, respectively, all of which have been prepared in accordance with U.S. GAAP. This information is not necessarily indicative of future results. You should read this data in conjunction with Sabine's Management's Discussion and Analysis of Financial Condition and Results of Operations, and with Sabine's audited financial statements for the years ended December 31, 2013, 2012 and 2011 and its unaudited financial statements for the six months ended June 30, 2014 and 2013, each of which are included in Annex A to this document.

	Six Months Ended June 30,		2013	Year Ended December 31,			
	2014	2013		2012	2011	2010	2009
	(unaudited)		(in thousands)				
	(unaudited)	(as restated)⁽¹⁾	(as restated)⁽¹⁾	(as restated)⁽¹⁾	(unaudited)	(unaudited)	(unaudited)
Total revenues	\$ 234,135	\$ 149,253	\$ 354,978	\$ 177,446	\$ 201,552	\$ 133,452	\$ 82,894
Total operating expenses	154,022	106,966	246,656	843,627	58,182	108,700	626,801
Total operating income (loss) including noncontrolling interests	80,113	42,287	108,322	(666,181)	143,370	24,752	(543,907)
Total other income (expenses)	(91,678)	(39,571)	(97,745)	(20,618)	31,813	69,544	61,088
Less: Net income (loss) applicable to noncontrolling interests				17	(117)	(260)	(516)
Net income (loss) applicable to controlling interest	\$ (11,565)	\$ 2,716	\$ 10,577	\$ (686,782)	\$ 175,066	\$ 94,036	\$ (483,335)
Balance sheet data (at period end):							
Cash and cash equivalents	\$ 11,403	\$ 18	\$ 11,821	\$ 6,193	\$ 4,306	\$ 4,437	\$ 2,489
Total property, plant and equipment, net	1,650,340	1,460,960	1,380,042	1,256,210	1,351,815	648,044	326,248
Total assets	1,945,454	1,778,925	1,678,719	1,560,559	1,529,069	801,552	442,876

Long-term debt, including current portion	1,469,448	1,301,175	1,243,312	1,242,538	764,782	440,153	264,500
Total member s capital	189,445	267,552	201,010	200,433	624,128	247,207	93,129
Total liabilities and member s capital	1,945,454	1,778,925	1,687,719	1,560,559	1,529,069	801,552	442,876
Net cash flow provided by (used in):							
Operating activities	99,615	93,386	217,198	144,166	159,032	105,715	82,704
Investing activities	(324,887)	(141,925)	(193,809)	(687,385)	(680,922)	(325,389)	(307,982)
Financing activities	224,854	42,364	(17,761)	545,106	521,759	221,622	223,644

The following table presents a non-GAAP financial measure, Adjusted EBITDA, which we use in our business. This measure is not calculated or presented in accordance with US GAAP.

We believe the presentation of Adjusted EBITDA provides useful information to investors to evaluate the operations of the business excluding certain items and for the reasons set forth below. Adjusted EBITDA should not be considered an alternative to net income, operating income, cash flow operating activities or any other measure of financial performance presented in accordance with US GAAP. Our Adjusted EBITDA may not be comparable to similarly titled measures of another company because all companies may not calculate Adjusted EBITDA in the same manner.

We use Adjusted EBITDA for the following purposes:

to assess the financial performance of our assets, without regard to financing methods, capital structure or historical cost basis;

to assess our operating performance and return on capital as compared to those of other companies in our industry, without regard to financing or capital structure;

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to assess the viability of acquisition and capital expenditure projects and the overall rates of return on alternative investment opportunities;

to assess the ability of our assets to generate cash sufficient to pay interest costs, pay distributions and support indebtedness;

for various purposes, including strategic planning and forecasting;

the indenture governing the 2017 Notes contains covenants that, among other things, limit Sabine's ability and the ability of the Sabine's restricted subsidiaries to incur additional indebtedness unless the ratio of adjusted consolidated EBITDA to adjusted consolidated interest expense over the trailing four fiscal quarters will be at least 2.0 to 1.0 (subject to exceptions for borrowings within certain limits under the Credit Facility); and

the Credit Facility requires Sabine to comply with certain financial covenants which involve maintaining certain ratios, including an interest coverage ratio at the end of each quarter which defined as a ratio of adjusted EBITDA for the period of four fiscal quarters then ending to interest expense for such period of not less than 2.5 to 1.0.

	Six Months Ended		2013	Year Ended December 31,			
	2014	2013		2012	2011	2010	2009
	(unaudited)		(in thousands)				
	(unaudited)	(as restated) ⁽¹⁾	(as restated) ⁽¹⁾	(as restated) ⁽¹⁾	(unaudited)	(unaudited)	
Reconciliation of consolidated net income (loss) to Adjusted EBITDA							
Net income (loss) applicable to controlling interests	\$ (11,565)	\$ 2,716	\$ 10,577	\$ (686,782)	\$ 175,066	\$ 94,036	\$ (483,335)
Adjustments to derive adjusted EBITDA							
Interest, net of capitalized interest	52,658	48,296	99,471	49,387	39,632	33,468	9,392
Depletion, depreciation and amortization	90,208	57,884	137,068	91,353	75,424	47,547	39,561
Impairments	1,659	4	1,125	664,438	4,192	1,711	540,084
Gain on bargain purchase					(99,548)	(372)	
Other	3,723	1	1,739	599	439	1,156	8,662
Amortization of deferred rent	(54)	(195)	(249)	(532)	(406)	(320)	(140)

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Accretion	439	428	952	862	628	493	407
Loss (gain) on derivative instruments	32,037	14,569	46,545	75,734	(1,272)	(51,996)	(18,272)
Option premium amortization	(7,955)	(581)	(1,171)	(56)		3,239	3,918
Net (income) loss applicable to noncontrolling interests				(17)	117	260	516
Adjusted EBITDA	\$ 161,150	\$ 123,122	\$ 296,057	\$ 194,986	\$ 194,272	\$ 129,222	\$ 100,793

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	Six Months Ended			Year Ended December 31,			
	2014	2013	2013	2012	2011	2010	2009
	(unaudited)			(in thousands)			
	(unaudited)	(as restated) ⁽¹⁾		(as restated) ⁽¹⁾	(as restated) ⁽¹⁾	(unaudited)	(unaudited)
Reconciliation of net cash flows from operating activities to Adjusted EBITDA							
Net cash flow provided by operating activities	\$ 99,615	\$ 93,386	\$ 217,198	\$ 144,166	\$ 159,032	\$ 105,715	\$ 82,704
Interest adjustments	44,650	34,305	79,556	42,995	35,357	17,190	8,451
Working capital and other adjustments	16,885	(4,569)	(697)	7,825	(117)	6,317	9,638
Adjusted EBITDA	\$ 161,150	\$ 123,122	\$ 296,057	\$ 194,986	\$ 194,272	\$ 129,222	\$ 100,793

- (1) Revised for the effects of the restatement of the years ended December 31, 2012 and 2011. Please see Note 2 of Sabine's consolidated financial statements included in Annex A to this document for additional information about the reasons for the restatement and reconciliations for the restated periods commencing on or after January 1, 2011. The financial statements relating to the years ended December 31, 2010 and 2009 have also been restated, but such financial statements are unaudited.

Table of Contents**FOREST SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA**

The following selected historical consolidated financial data are derived from Forest's audited consolidated financial statements as of and for each of the years ended December 31, 2013, 2012, 2011, 2010 and 2009 and from Forest's unaudited condensed consolidated financial statements as of and for the six months ended June 30, 2014 and 2013, respectively, all of which have been prepared in accordance with U.S. GAAP. This information is not necessarily indicative of future results. You should read this data in conjunction with Forest's Management's Discussion and Analysis of Financial Condition and Results of Operations, and with Forest's audited financial statements for the years ended December 31, 2013, 2012 and 2011 and its unaudited financial statements for the six months ended June 30, 2014 and 2013, each of which are included in Annex B to this document.

	Six Months Ended June 30,		Year Ended December 31,				2009
	2014	2013	2013	2012	2011	2010	
	(in thousands, except per share amounts, volumes, and prices)						
	(unaudited)	(unaudited)					
FINANCIAL DATA⁽¹⁾							
Oil, natural gas, and NGLs sales ⁽²⁾	\$ 124,563	\$ 234,828	\$ 441,341	\$ 605,523	\$ 703,531	\$ 707,692	\$ 655,579
Net (loss) earnings from continuing operations	\$ (103,724)	\$ (34,509)	\$ 73,924	\$ (1,288,931)	\$ 98,260	\$ 189,662	\$ (793,789)
Net earnings (loss) from discontinued operations ⁽³⁾					44,569	37,859	(129,344)
Net (loss) earnings	\$ (103,724)	\$ (34,509)	\$ 73,924	\$ (1,288,931)	\$ 142,829	\$ 227,521	\$ (923,133)
Less: net earnings attributable to noncontrolling interest ⁽³⁾					4,987		
Net (loss) earnings attributable to Forest Oil Corporation common shareholders	\$ (103,724)	\$ (34,509)	\$ 73,924	\$ (1,288,931)	\$ 137,842	\$ 227,521	\$ (923,133)
OTHER FINANCIAL DATA							
Basic earnings (loss) per common share attributable							

to Forest Oil Corporation common shareholders:														
Earnings (loss) from continuing operations	\$	(0.89)	\$	(0.30)	\$	0.62	\$	(11.21)	\$	0.86	\$	1.68	\$	(7.61)
Earnings (loss) from discontinued operations										0.35		0.33		(1.24)
Basic earnings (loss) per common share attributable to Forest Oil Corporation common shareholders	\$	(0.89)	\$	(0.30)	\$	0.62	\$	(11.21)	\$	1.21	\$	2.01	\$	(8.85)
Diluted earnings (loss) per common share attributable to Forest Oil Corporation common shareholders:														
Earnings (loss) from continuing operations	\$	(0.89)	\$	(0.30)	\$	0.62	\$	(11.21)	\$	0.85	\$	1.67	\$	(7.61)
Earnings (loss) from discontinued operations										0.34		0.33		(1.24)
Diluted earnings (loss) per common share attributable to Forest Oil Corporation common shareholders	\$	(0.89)	\$	(0.30)	\$	0.62	\$	(11.21)	\$	1.19	\$	2.00	\$	(8.85)
Total assets ⁽²⁾	\$	996,825	\$	1,913,745	\$	1,117,952	\$	2,201,862	\$	3,381,151	\$	3,070,197	\$	3,169,054
Long-term debt ⁽²⁾	\$	800,163	\$	1,630,337	\$	800,179	\$	1,862,100	\$	1,693,044	\$	1,869,372	\$	2,022,514
Shareholders equity (deficit)	\$	(45,639)	\$	(67,386)	\$	54,469	\$	(42,824)	\$	1,193,113	\$	1,352,787	\$	1,079,154
OPERATING DATA⁽²⁾														
Production:														
Oil (MBbls)		618		1,160		2,271		3,146		2,491		2,357		3,397
Natural gas (MMcf)		12,654		25,738		46,676		81,008		88,497		101,346		116,029

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NGLs (MBbls)	360	1,392	2,521	3,489	3,154	3,589	3,012
Average sales price:							
Oil (per Bbl)	\$ 94.56	\$ 95.07	\$ 96.30	\$ 96.14	\$ 96.22	\$ 76.08	\$ 56.87
Natural gas (per Mcf)	\$ 4.32	\$ 3.26	\$ 3.16	\$ 2.37	\$ 3.71	\$ 3.99	\$ 3.33
NGLs (per Bbl)	\$ 31.69	\$ 29.26	\$ 29.79	\$ 31.77	\$ 42.91	\$ 34.54	\$ 25.17
Adjusted EBITDA ⁽⁴⁾	\$ 65,679	\$ 182,493	\$ 332,888	\$ 513,609	\$ 550,865	\$ 619,101	\$ 726,529

(1) Forest has not paid cash dividends on Forest common shares during the past five years.

(2) Amounts reported relate to continuing operations only. See below for more information regarding discontinued operations.

Stock-based compensation							
Employee-related asset disposition costs	735	5,821	11,178	1,851			
Rig stacking/lease termination	8,259	4,296	9,989	6,604			
Legal proceeding costs				29,251	6,500		
Merger-related costs	10,202						
Impairment of properties				79,529			
Ceiling test write-down of oil and natural gas properties	77,176		57,636	992,404			1,376,822
Adjusted EBITDA	\$ 65,679	\$ 182,493	\$ 332,888	\$ 513,609	\$ 550,865	\$ 619,101	\$ 726,529

Table of Contents**SUMMARY SELECTED UNAUDITED PRO FORMA CONDENSED CONSOLIDATED COMBINED FINANCIAL AND OPERATING INFORMATION OF FOREST**

The unaudited pro forma condensed consolidated combined financial statements of Forest are based on the historical financial statements of Sabine, as the predecessor. Under the acquisition method of accounting, Sabine will be the acquirer in the transactions because its parent company, Sabine Investor Holdings, will obtain control of Forest after the consummation of the combination transaction. Consequently, Sabine's assets and liabilities will retain their carrying values. Additionally, Forest's assets acquired and liabilities assumed will be recorded at their fair values measured as of the acquisition date. The preliminary estimated fair value of Forest's assets and liabilities approximates the preliminary purchase price.

The unaudited pro forma condensed consolidated combined statements of operations for the six months ended June 30, 2014 and for the year ended December 31, 2013 combine the historical consolidated statements of operations of Sabine and the historical consolidated statements of operations of Forest, giving effect to the combination transaction as if it had been consummated on January 1, 2013, the beginning of the earliest period presented. The unaudited pro forma condensed consolidated combined balance sheet combines the historical condensed consolidated balance sheet of Sabine and the historical condensed consolidated balance sheet of Forest as of June 30, 2014, giving effect to the combination transaction as if it has been consummated on June 30, 2014. The historical consolidated financial statements of Forest have been adjusted to reflect certain reclassifications in order to conform to Sabine's consolidated financial statement presentation.

The following table presents Forest's selected unaudited pro forma financial and operating data for the periods indicated:

	Six Months Ended	
	June 30,	Year Ended
	2014	December 31, 2013
	(in thousands, except per unit and operating data)	
Key Performance Measure		
Adjusted EBITDA ⁽¹⁾⁽²⁾	\$ 228,812	\$ 417,801
Operating Data		
Oil (Bbl/d)	8,344	6,429
NGL (Bbl/d)	7,706	6,174
Natural gas (Mcf/d)	201,246	192,142
Combined (Mcf/d)	297,344	267,759
Statement of Income Data		
Operating revenues	\$ 359,764	\$ 547,300
Operating expenses	323,328	474,178
Operating income	36,436	73,122
Interest expense	(84,407)	(161,454)
Loss on derivative instruments	(63,533)	(2,972)
Other, net	(18,625)	(3,569)
Income tax benefit (expense)	(216)	(2,560)

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Net loss	\$ (130,345)	\$ (97,433)
Net loss per share:		
Basic	\$ (0.46)	\$ (0.35)
Diluted	\$ (0.46)	\$ (0.35)
Balance Sheet Data		
Net property, plant and equipment	\$ 2,756,770	
Total assets	\$ 3,108,805	
Total long-term liabilities	\$ 2,379,880	
Total equity	\$ 282,094	

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(1) Adjusted EBITDA is a non-GAAP financial measure. Sabine believes the presentation of Adjusted EBITDA provides useful information to investors to evaluate the operations of the business excluding certain items and for the reasons set forth below. Adjusted EBITDA should not be considered an alternative to net income, operating income, cash flow operating activities or any other measure of financial performance presented in accordance with GAAP. Sabine's Adjusted EBITDA may not be comparable to similarly titled measures of another company because all companies may not calculate Adjusted EBITDA in the same manner.

Sabine uses Adjusted EBITDA for the following purposes:

to assess the financial performance of Sabine's assets, without regard to financing methods, capital structure or historical cost basis;

to assess Sabine's operating performance and return on capital as compared to those of other companies in the oil and gas industry, without regard to financing or capital structure;

to assess the viability of acquisition and capital expenditure projects and the overall rates of return on alternative investment opportunities;

to assess the ability of the Company's assets to generate cash sufficient to pay interest costs, pay distributions and support indebtedness;

for various purposes, including strategic planning and forecasting;