
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

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

For the quarterly period ended March 31, 2015

OR

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

For the transition period from _____ to _____

Commission File No.: 000-51826

MERCER INTERNATIONAL INC.

(Exact name of Registrant as specified in its charter)

Washington

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

47-0956945

(I.R.S. Employer Identification No.)

Suite 1120, 700 West Pender Street, Vancouver, British Columbia, Canada, V6C 1G8

(Address of office)

(604) 684-1099

(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the *Securities Exchange Act of 1934* during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months or for such shorter period that the registrant was required to submit and post such files). YES NO

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

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

The Registrant had 64,463,896 shares of common stock outstanding as at April 29, 2015.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

MERCER INTERNATIONAL INC.

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2015

(Unaudited)

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QUARTERLY REPORT - PAGE 2

MERCER INTERNATIONAL INC.
INTERIM CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In thousands of U.S. dollars)

	March 31, 2015	December 31, 2014
ASSETS		
Current assets		
Cash and cash equivalents	\$ 99,843	\$ 53,172
Restricted cash (Note 8)	9,130	10,286
Receivables	135,600	141,088
Inventories (Note 2)	136,484	146,576
Prepaid expenses and other	4,614	6,745
Deferred income tax	17,176	19,968
Total current assets	402,847	377,835
Property, plant and equipment, net	779,211	883,150
Other assets	22,091	22,767
Deferred income tax	29,503	43,055
Total assets	<u>\$1,233,652</u>	<u>\$ 1,326,807</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and other (Note 8)	\$ 119,374	\$ 102,225
Pension and other post-retirement benefit obligations (Note 4)	1,076	1,177
Debt (Note 3)	10,741	12,101
Total current liabilities	131,191	115,503
Debt (Note 3)	673,562	675,412
Interest rate derivative liability (Note 8)	16,325	17,962
Pension and other post-retirement benefit obligations (Note 4)	31,849	34,837
Capital leases and other	13,645	15,321
Deferred income tax	25,494	28,892
Total liabilities	892,066	887,927
Shareholders' equity		
Common shares \$1 par value; 200,000,000 authorized; 64,464,000 issued and outstanding (2014 - 64,274,000)	388,613	386,338
Paid-in capital	3,194	4,769
Retained earnings	113,848	100,214
Accumulated other comprehensive income (loss) (Note 7)	(164,069)	(52,441)
Total shareholders' equity	341,586	438,880
Total liabilities and shareholders' equity	<u>\$1,233,652</u>	<u>\$ 1,326,807</u>
Commitments and contingencies (Note 10)		
Subsequent event (Note 3(b))		

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

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

	Three Months Ended March 31,	
	2015	2014
Revenues		
Pulp	\$ 234,657	\$ 278,506
Energy and chemicals	22,890	27,179
	<u>257,547</u>	<u>305,685</u>
Costs and expenses		
Operating costs	184,948	236,304
Operating depreciation and amortization	17,304	19,702
Selling, general and administrative expenses	11,364	10,436
Operating income	<u>43,931</u>	<u>39,243</u>
Other income (expense)		
Interest expense	(13,884)	(17,450)
Foreign exchange loss on intercompany debt	(6,610)	(69)
Gain (loss) on derivative instruments (Note 8)	(524)	3,228
Other income (expense)	(14)	75
Total other income (expense)	<u>(21,032)</u>	<u>(14,216)</u>
Income before income taxes	22,899	25,027
Income tax benefit (provision)		
Current	(3,352)	(122)
Deferred	(5,913)	(1,728)
Net income	13,634	23,177
Less: net income attributable to noncontrolling interest	-	(2,136)
Net income attributable to common shareholders	<u>\$ 13,634</u>	<u>\$ 21,041</u>
Net income per share attributable to common shareholders (Note 6)		
Basic	\$ 0.21	\$ 0.38
Diluted	\$ 0.21	\$ 0.37

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

MERCER INTERNATIONAL INC.
INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Unaudited)
(In thousands of U.S. dollars)

	Three Months Ended March 31,	
	2015	2014
Net income	\$ 13,634	\$ 23,177
Other comprehensive income (loss), net of taxes		
Foreign currency translation adjustments (net of tax effect of \$nil in all periods)	(111,805)	(9,132)
Change in unrecognized losses and prior service costs related to defined benefit plans (net of tax effect of \$nil in all periods)	248	-
Change in unrealized gains on marketable securities (net of tax effect of \$nil in all periods)	(71)	47
Other comprehensive income (loss), net of taxes	<u>(111,628)</u>	<u>(9,085)</u>
Total comprehensive income (loss)	(97,994)	14,092
Comprehensive income attributable to noncontrolling interest	-	(2,136)
Comprehensive income (loss) attributable to common shareholders	<u>\$ (97,994)</u>	<u>\$ 11,956</u>

INTERIM CONSOLIDATED STATEMENTS OF RETAINED EARNINGS
(Unaudited)
(In thousands of U.S. dollars)

	Three Months Ended March 31,	
	2015	2014
Net income attributable to common shareholders	\$ 13,634	\$ 21,041
Retained earnings, beginning of period	100,214	10,815
Retained earnings, end of period	<u>\$ 113,848</u>	<u>\$ 31,856</u>

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

MERCER INTERNATIONAL INC.
INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands of U.S. dollars)

	Three Months Ended March 31,	
	2015	2014
Cash flows from (used in) operating activities		
Net income	\$ 13,634	\$ 23,177
Adjustments to reconcile net income to cash flows from operating activities		
Unrealized loss (gain) on derivative instruments	524	(3,228)
Depreciation and amortization	17,387	19,787
Deferred income taxes	5,913	1,728
Foreign exchange loss on intercompany debt	6,610	69
Pension and other post-retirement expense	709	820
Stock compensation expense (reversal)	630	(269)
Other	456	583
Defined pension plan and post-retirement benefit plan contributions	(475)	(609)
Changes in working capital		
Receivables	(9,621)	(17,332)
Inventories	(4,921)	18,723
Accounts payable and accrued expenses	27,773	22,242
Other	1,226	(6,012)
Net cash from (used in) operating activities	<u>59,845</u>	<u>59,679</u>
Cash flows from (used in) investing activities		
Purchase of property, plant and equipment	(7,064)	(6,566)
Purchase of intangible assets	(873)	(1,740)
Other	222	179
Net cash from (used in) investing activities	<u>(7,715)</u>	<u>(8,127)</u>
Cash flows from (used in) financing activities		
Repayment of debt	-	(30,541)
Repayment of capital lease obligations	(578)	(660)
Proceeds from sale and lease-back transactions	466	1,047
Proceeds from (repayment of) credit facilities, net	953	-
Proceeds from government grants	-	3,297
Other	(106)	-
Net cash from (used in) financing activities	<u>735</u>	<u>(26,857)</u>
Effect of exchange rate changes on cash and cash equivalents	<u>(6,194)</u>	<u>(314)</u>
Net increase in cash and cash equivalents	46,671	24,381
Cash and cash equivalents, beginning of period	53,172	147,728
Cash and cash equivalents, end of period	<u>\$ 99,843</u>	<u>\$ 172,109</u>

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

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

	Three Months Ended March 31,	
	2015	2014
Supplemental disclosure of cash flow information		
Cash paid during the period for		
Interest	\$ 126	\$ 3,236
Income taxes	\$ 413	\$ 798
Supplemental schedule of non-cash investing and financing activities		
Acquisition of production and other equipment under capital lease obligations	\$ -	\$ 618
Increase (decrease) in accounts payable and accrued purchases for property, plant and equipment	\$ 103	\$ (4,198)
Increase (decrease) in receivables of government grants for long-term assets	\$ -	\$ (2,814)

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

MERCER INTERNATIONAL INC.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(In thousands of U.S. dollars, except per share data)

Note 1. The Company and Summary of Significant Accounting Policies

Basis of Presentation

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

The interim consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”). The year-end Consolidated Balance Sheet data was derived from audited financial statements. The footnote disclosure included herein has been prepared in accordance with accounting principles generally accepted for interim financial statements in the United States (“GAAP”). The interim consolidated financial statements should be read together with the audited consolidated financial statements and accompanying notes included in the Company’s latest annual report on Form 10-K for the fiscal year ended December 31, 2014. In the opinion of the Company, the unaudited interim consolidated financial statements contained herein contain all adjustments necessary for a fair statement of the results of the interim periods included. The results for the periods included herein may not be indicative of the results for the entire year.

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

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

Use of Estimates

Preparation of financial statements and related disclosures in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Significant management judgment is required in determining the accounting for, among other things, pensions and other post-retirement benefit obligations, deferred income taxes (valuation allowance), depreciation and amortization, future cash flows associated with impairment testing for long-lived assets, intercompany loans of a long-term investment nature, legal liabilities and contingencies. Actual results could differ materially from these estimates, and changes in these estimates are recorded when known.

New Accounting Standards

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update 2014-09, Revenue Recognition – Revenue from Contracts with Customers (“ASU 2014-09”) that requires companies to recognize revenue when a customer obtains control rather than when companies have transferred substantially all risks and rewards of a good or service. This update is effective for annual reporting periods beginning on or after December 15, 2017 and interim periods therein and requires expanded disclosures. The Company is currently assessing the impact the adoption of ASU 2014-09 will have on its consolidated financial statements.

MERCER INTERNATIONAL INC.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(In thousands of U.S. dollars, except per share data)

Note 2. Inventories

	March 31, 2015	December 31, 2014
Raw materials	\$ 42,295	\$ 52,877
Finished goods	49,120	45,090
Spare parts and other	45,069	48,609
	<u>\$ 136,484</u>	<u>\$ 146,576</u>

Note 3. Debt

Debt consists of the following:

	March 31, 2015	December 31, 2014
2019 Senior Notes, unsecured (a)	\$ 250,000	\$ 250,000
2022 Senior Notes, unsecured (a)	400,000	400,000
Payment-in-kind note (b)	10,741	12,101
Revolving credit facilities		
€75.0 million (c)	20,408	25,412
C\$40.0 million (d)	3,154	-
€25.0 million (e)	-	-
€5.0 million (f)	-	-
	<u>684,303</u>	<u>687,513</u>
Less: current portion	<u>(10,741)</u>	<u>(12,101)</u>
Debt, less current portion	<u>\$ 673,562</u>	<u>\$ 675,412</u>

As of March 31, 2015, the maturities of debt are as follows:

<u>Matures</u>	<u>Amount</u>
2015	\$ 10,741
2016	-
2017	-
2018	-
2019	273,562
Thereafter	400,000
	<u>\$684,303</u>

Certain of the Company's debt instruments were issued under agreements which, among other things, may limit its ability and the ability of its subsidiaries to make certain payments, including dividends. These limitations are subject to specific exceptions. As at March 31, 2015, the Company is in compliance with the terms of its debt agreements.

- (a) On November 26, 2014, the Company completed a private offering of \$250,000 in aggregate principal amount of 7.00% senior notes which mature on December 1, 2019 ("2019 Senior Notes") and \$400,000 in aggregate principal amount of 7.75% senior notes which mature on December 1, 2022 ("2022 Senior Notes" and collectively with the 2019 Senior Notes, the "Senior Notes"). The Senior Notes were issued at a price of 100% of their principal amount.

MERCER INTERNATIONAL INC.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(In thousands of U.S. dollars, except per share data)

Note 3. Debt (continued)

The Senior Notes are general unsecured senior obligations of the Company. They rank equal in right of payment with all existing and future unsecured senior indebtedness of the Company and are senior in right of payment to any current or future subordinated indebtedness of the Company. The Senior Notes are effectively junior in right of payment to all existing and future secured indebtedness, to the extent of the assets securing such indebtedness, and all indebtedness and liabilities of the Company's subsidiaries.

The Company may redeem all or a part of the Senior Notes, upon not less than 30 days' or more than 60 days' notice, at the redemption prices (expressed as percentages of principal amount) discussed below, plus accrued and unpaid interest to (but not including) the applicable redemption date. The 2019 Senior Notes redemption prices are equal to 103.500% for the twelve month period beginning on December 1, 2016, 101.750% for the twelve month period beginning on December 1, 2017, and 100.000% beginning on December 1, 2018 and at any time thereafter. The 2022 Senior Notes redemption prices are equal to 105.813% for the twelve month period beginning on December 1, 2017, 103.875% for the twelve month period beginning on December 1, 2018, 101.938% for the twelve month period beginning on December 1, 2019, and 100.000% beginning on December 1, 2020 and at any time thereafter.

- (b) A €10.0 million (\$10,741) payment-in-kind note due to the former noncontrolling shareholder of the Stendal mill which matures in October 2015. The payment-in-kind note bears no interest for the six month period beginning on October 1, 2014 and 8.00% thereafter and can be settled in cash or shares of the Company's common stock at the Company's election.

On April 20, 2015, the Company redeemed the payment-in-kind note for a cash payment of €10.0 million.

- (c) A €75.0 million revolving credit facility at the Stendal mill that matures in October 2019. Borrowings under the facility are collateralized by the mill's inventory and receivables and bear interest at Euribor plus 3.50%. As at March 31, 2015, €19.0 million (\$20,408) of this facility was drawn and was accruing interest at a rate of 3.50%, and approximately €56.0 million (\$60,150) was available.
- (d) A C\$40.0 million revolving credit facility at the Celgar mill that matures in May 2019. Borrowings under the facility are collateralized by the mill's inventory and receivables and are restricted by a borrowing base calculated on the mill's inventory and receivables. Canadian dollar denominated amounts bear interest at bankers acceptance plus 1.50% or Canadian prime. U.S. dollar denominated amounts bear interest at LIBOR plus 1.50% or U.S. base. As at March 31, 2015, approximately C\$4.0 million (\$3,154) of this facility was drawn, C\$1.7 million (\$1,339) was supporting letters of credit and approximately C\$34.3 million (\$27,045) was available.
- (e) A €25.0 million revolving credit facility at the Rosenthal mill that matures in October 2016. Borrowings under the facility are collateralized by the mill's inventory and receivables and bear interest at Euribor plus 3.50%. As at March 31, 2015, approximately €0.4 million (\$430) of this facility was supporting bank guarantees leaving approximately €24.6 million (\$26,423) available.
- (f) A €5.0 million revolving credit facility at the Rosenthal mill that matures in December 2015. Borrowings under this facility bear interest at the rate of the three-month Euribor plus 3.50% and are secured by certain land at the Rosenthal mill. As at March 31, 2015 approximately €1.1 million (\$1,233) of this facility was supporting bank guarantees leaving approximately €3.9 million (\$4,137) available.

MERCER INTERNATIONAL INC.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(In thousands of U.S. dollars, except per share data)

Note 4. Pension and Other Post-Retirement Benefit Obligations

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

Pension benefits are based on employees' earnings and years of service. The Celgar Plans are funded by contributions from the Company based on actuarial estimates and statutory requirements. Pension contributions during the three month period ended March 31, 2015 totaled \$475 (2014 – \$609).

Effective December 31, 2008, the defined benefit plan was closed to new members. In addition, the defined benefit service accrual ceased on December 31, 2008, and members began to receive pension benefits, at a fixed contractual rate, under a new defined contribution plan effective January 1, 2009. During the three month period ended March 31, 2015, the Company made contributions of \$169 (2014 – \$215) to this plan.

The components of the net periodic benefit costs relating to the Celgar Plans for the three months ended March 31, 2015 and 2014 were as follows:

	Three Months Ended March 31,			
	2015		2014	
	Pension Benefits	Post-Retirement Benefits	Pension Benefits	Post-Retirement Benefits
Service cost	\$ 31	\$ 205	\$ 30	\$ 181
Interest cost	448	326	459	311
Expected return on plan assets	(529)	-	(557)	-
Amortization of unrecognized items	226	2	197	(3)
Net periodic benefit cost	<u>\$ 176</u>	<u>\$ 533</u>	<u>\$ 129</u>	<u>\$ 489</u>

Multiemployer Plan

The Company participates in a multiemployer plan for the hourly-paid employees at the Celgar mill. The contributions to the plan are determined based on a percentage of pensionable earnings pursuant to a collective bargaining agreement. The Company has no current or future contribution obligations in excess of the contractual contributions. The contributions during the three month period ended March 31, 2015 totaled \$451 (2014 – \$507).

Note 5. Stock-Based Compensation

In June 2010, the Company adopted a stock incentive plan (the "2010 Plan") which provides for options, restricted stock rights, restricted shares, performance shares, performance share units ("PSUs") and stock appreciation rights to be awarded to employees, consultants and non-employee directors. During the three months ended March 31, 2015, there were no issued and outstanding restricted stock rights, performance shares or stock appreciation rights. As at March 31, 2015, after factoring in all allocated shares, there remain approximately 2.2 million common shares available for grant.

MERCER INTERNATIONAL INC.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(In thousands of U.S. dollars, except per share data)

Note 5. Stock-Based Compensation (continued)

PSUs

PSUs comprise rights to receive common shares at a future date that are contingent on the Company and the grantee achieving certain performance objectives. The performance objective periods are generally three years.

For the three month period ended March 31, 2015, the Company recognized an expense of \$501 related to PSUs (2014 – reversal of \$419).

The following table summarizes PSU activity during the period:

	<u>Number of PSUs</u>
Outstanding at January 1, 2015	969,544
Granted	401,368
Vested and issued	(160,608)
Forfeited	(24,505)
Outstanding at March 31, 2015	<u><u>1,185,799</u></u>

Restricted Shares

Restricted shares generally vest over one year; however, 200,000 restricted shares granted during the year ended December 31, 2011 vest in equal amounts over a five-year period commencing in 2012.

Expense recognized for the three month period ended March 31, 2015 was \$129 (2014 – \$150). As at March 31, 2015, the total remaining unrecognized compensation cost related to restricted shares amounted to approximately \$155 (2014 – \$361), which will be amortized over the remaining vesting periods.

The following table summarizes restricted share activity during the period:

	<u>Number of Restricted Shares</u>
Outstanding at January 1, 2015	118,000
Vested	(40,000)
Outstanding at March 31, 2015	<u><u>78,000</u></u>

Stock Options

During the three month period ended March 31, 2015, 30,000 stock options were exercised (2014 – nil) for proceeds of \$219, and 25,000 stock options were cancelled (2014 – nil) in exchange for \$149. The Company has no stock options outstanding as at March 31, 2015.

MERCER INTERNATIONAL INC.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(In thousands of U.S. dollars, except per share data)

Note 6. Net Income Per Share Attributable to Common Shareholders

	Three Months Ended March 31,	
	2015	2014
Net income attributable to common shareholders:		
Basic and diluted	\$ 13,634	\$ 21,041
Net income per share attributable to common shareholders:		
Basic	\$ 0.21	\$ 0.38
Diluted	\$ 0.21	\$ 0.37
Weighted average number of common shares outstanding:		
Basic ⁽¹⁾	64,276,452	55,709,482
Effect of dilutive instruments:		
PSUs	341,516	544,103
Restricted shares	88,361	70,195
Stock options	-	11,891
Diluted	64,706,329	56,335,671

(1) For the three month period ended March 31, 2015, the basic weighted average number of shares excludes 78,000 restricted shares which have been issued, but have not vested as at March 31, 2015 (2014 – 118,000 restricted shares).

The calculation of diluted net income per share attributable to common shareholders does not assume the exercise of any instruments that would have an anti-dilutive effect on net income per share. There were no anti-dilutive instruments for the three months ended March 31, 2015 and 2014.

Note 7. Accumulated Other Comprehensive Income (Loss)

Changes in amounts included in accumulated other comprehensive income (loss) by component are as follows:

	Foreign Currency Translation Adjustments	Defined Benefit Pension and Post-Retirement Benefit Items	Unrealized Gains on Marketable Securities	Total
Balance December 31, 2014	\$ (33,268)	\$ (19,287)	\$ 114	\$ (52,441)
Other comprehensive income (loss) before reclassifications	(111,805)	20	(71)	(111,856)
Amounts reclassified from accumulated other comprehensive income (loss)	-	228	-	228
Other comprehensive income (loss), net of taxes	(111,805)	248	(71)	(111,628)
Balance March 31, 2015	\$ (145,073)	\$ (19,039)	\$ 43	\$(164,069)

MERCER INTERNATIONAL INC.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(In thousands of U.S. dollars, except per share data)

Note 8. Derivative Transactions

The Company is exposed to certain market risks relating to its ongoing business. The Company seeks to manage these risks through internal risk management policies as well as, from time to time, the use of derivatives. The derivatives are measured at fair value with changes in fair value immediately recognized in gain (loss) on derivative instruments in the Interim Consolidated Statement of Operations.

Interest Rate Derivative

During 2002, the Company entered into certain variable-to-fixed interest rate swaps in connection with the Stendal mill with respect to an aggregate maximum amount of approximately €612.6 million of the principal amount of the indebtedness under the Stendal mill's senior project finance facility, which was settled in November 2014. Under the remaining interest rate swaps, the Company pays a fixed rate and receives a floating rate with the interest payments being calculated on a notional amount. As at March 31, 2015, the contract has a fair value of €27.6 million (\$29,608) of which €12.4 million (\$13,283) is classified as current within accounts payable and other and €15.2 million (\$16,325) is classified as a long-term liability in the Interim Consolidated Balance Sheet. The contract has an aggregate notional amount of €251.8 million, a fixed interest rate of 5.28% and matures in October 2017.

The Company has pledged as collateral cash in the amount of 67% of the fair value of the interest rate swap up to €8.5 million to the derivative counterparty. The calculation to determine the collateral is performed semi-annually, with the final calculation in October 2017. As at March 31, 2015, the collateral was €8.5 million (\$9,130). This cash has been classified as restricted cash in the Interim Consolidated Balance Sheet.

The interest rate derivative is with a bank that is part of a banking syndicate that holds the Stendal €75.0 million revolving credit facility and the Company does not anticipate non-performance by the bank.

Note 9. Financial Instruments

The fair value of financial instruments is summarized as follows:

	<u>March 31, 2015</u>		<u>December 31, 2014</u>	
	<u>Carrying Amount</u>	<u>Fair Value</u>	<u>Carrying Amount</u>	<u>Fair Value</u>
Cash and cash equivalents	\$ 99,843	\$ 99,843	\$ 53,172	\$ 53,172
Restricted cash	\$ 9,130	\$ 9,130	\$ 10,286	\$ 10,286
Marketable securities	\$ 126	\$ 126	\$ 196	\$ 196
Receivables	\$ 135,600	\$ 135,600	\$ 141,088	\$ 141,088
Accounts payable and other - excluding current portion of interest rate derivative liability	\$ 106,091	\$ 106,091	\$ 87,393	\$ 87,393
Debt	\$ 684,303	\$ 717,053	\$ 687,513	\$ 695,013
Interest rate derivative – liability	\$ 29,608	\$ 29,608	\$ 32,794	\$ 32,794

The carrying value of cash and cash equivalents, restricted cash and accounts payable and other approximates the fair value due to the immediate or short-term maturity of these financial instruments. The carrying value of receivables approximates the fair value due to their short-term nature and historical collectability. Marketable securities are recorded at fair value based on quoted prices in an active market. See the Fair Value Measurement and Disclosure section below for details on how the fair value of the interest rate derivative and debt was determined.

MERCER INTERNATIONAL INC.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(In thousands of U.S. dollars, except per share data)

Note 9. Financial Instruments (continued)

Fair Value Measurement and Disclosure

The Company classified its marketable securities within Level 1 of the valuation hierarchy because quoted prices are available in an active market for the exchange-traded equities.

The Company's interest rate derivative is classified within Level 2 of the valuation hierarchy, as it is valued using internal models that use as their basis readily observable market inputs, such as forward interest rates and yield curves observable at specified intervals. The observable inputs reflect market data obtained from independent sources.

The Company's debt is recognized at amortized cost. The fair value of debt classified as Level 2 reflects recent market transactions. The fair value of debt classified as Level 3 is valued using discounted cash flow models or select comparable transactions, which require significant management estimates. Discounted cash flow models use observable market inputs taking into consideration variables such as interest rate changes, comparative securities, subordination discount and credit rating changes. These estimates are developed using available market, historical, and forecast data, including taking into account variables such as recent financing activities, the capital structure, and the lack of marketability of such debt.

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

Description	Fair value measurements at March 31, 2015 using:			
	Level 1	Level 2	Level 3	Total
Assets				
Marketable securities	\$ 126	\$ -	\$ -	\$ 126
Liabilities				
Interest rate derivative	\$ -	\$ 29,608	\$ -	\$ 29,608
Debt	-	706,312	10,741	717,053
	<u>\$ -</u>	<u>\$ 735,920</u>	<u>\$ 10,741</u>	<u>\$ 746,661</u>

Description	Fair value measurements at December 31, 2014 using:			
	Level 1	Level 2	Level 3	Total
Assets				
Marketable securities	\$ 196	\$ -	\$ -	\$ 196
Liabilities				
Interest rate derivative	\$ -	\$ 32,794	\$ -	\$ 32,794
Debt	-	682,912	12,101	695,013
	<u>\$ -</u>	<u>\$ 715,706</u>	<u>\$ 12,101</u>	<u>\$ 727,807</u>

Note 10. Commitments and Contingencies

- (a) The Company is involved in legal actions and claims arising in the ordinary course of business. While the outcome of any legal actions and claims cannot be predicted with certainty, it is the opinion of management that the outcome of any such claim which is pending or threatened, either individually or on a combined basis, will not have a material adverse effect on the consolidated financial condition, results of operations or liquidity of the Company.

MERCER INTERNATIONAL INC.
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(Unaudited)
(In thousands of U.S. dollars, except per share data)

Note 10. Commitments and Contingencies (continued)

- (b) In 2012, as a result of a regular tax field audit for the Stendal mill, German public authorities commenced a preliminary investigation into past managers of the mill relating to whether certain settlement amounts received by the Stendal mill in 2007, 2010 and 2011 from the main contractor under the Engineering, Procurement and Construction Contract for the construction of the Stendal mill should have reduced the assessment base for the original investment subsidies granted to the mill by German authorities. The payments were made by the contractor to the Stendal mill to settle certain warranty, performance and remediation claims that the Stendal mill made against the contractor after completion of mill construction in 2004. The amounts currently under review aggregate approximately €8.3 million (\$8,915). Investment subsidies received by the Stendal mill were generally based upon a percentage of the assessment base for subsidies of the mill. If the settlement payments received by the Stendal mill result in a reduction of the assessment base for subsidies under applicable German rules there could be a proportionate reduction in the investment subsidies and the difference could be repayable by the Stendal mill. The Stendal mill believes that it has properly recorded the settlement amounts received from the contractor and that the same do not reduce the assessment base for subsidies of the mill. While it is not reasonably possible to predict the outcome of the legal action and claim, it is the opinion of management that the outcome will not have a material adverse effect on the consolidated financial condition, results of operations or liquidity of the Company.
- (c) The Company is subject to regulations that require the handling and disposal of asbestos in a prescribed manner if a property undergoes a major renovation or demolition. Otherwise, the Company is not required to remove asbestos from its facilities. Generally asbestos is found on steam and condensate piping systems as well as certain cladding on buildings and in building insulation throughout older facilities. The Company's obligation for the proper removal and disposal of asbestos products from the Company's mills is a conditional asset retirement obligation. As a result of the longevity of the Company's mills, due in part to the maintenance procedures and the fact that the Company does not have plans for major changes that require the removal of asbestos, the timing of the asbestos removal is indeterminate. As a result, the Company is currently unable to reasonably estimate the fair value of its asbestos removal and disposal obligation. The Company will recognize a liability in the period in which sufficient information is available to reasonably estimate its fair value.

NON-GAAP FINANCIAL MEASURES

This quarterly report on Form 10-Q contains “non-GAAP financial measures”, that is, financial measures that either exclude or include amounts that are not excluded or included in the most directly comparable measure calculated and presented in accordance with the generally accepted accounting principles in the United States, referred to as “GAAP”. Specifically, we make use of the non-GAAP measure “Operating EBITDA”.

Operating EBITDA is defined as operating income (loss) plus depreciation and amortization and non-recurring capital asset impairment charges. We use Operating EBITDA as a benchmark measurement of our own operating results and as a benchmark relative to our competitors. We consider it to be a meaningful supplement to operating income as a performance measure primarily because depreciation expense and non-recurring capital asset impairment charges are not actual cash costs, and depreciation expense varies widely from company to company in a manner that we consider largely independent of the underlying cost efficiency of our operating facilities. In addition, we believe Operating EBITDA is commonly used by securities analysts, investors and other interested parties to evaluate our financial performance.

Operating EBITDA does not reflect the impact of a number of items that affect our net income (loss) attributable to common shareholders, including financing costs and the effect of derivative instruments. Operating EBITDA is not a measure of financial performance under GAAP, and should not be considered as an alternative to net income (loss) or income (loss) from operations as a measure of performance, or as an alternative to net cash from operating activities as a measure of liquidity.

Operating EBITDA has significant limitations as an analytical tool, and should not be considered in isolation, or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are that Operating EBITDA does not reflect: (i) our cash expenditures, or future requirements, for capital expenditures or contractual commitments; (ii) changes in, or cash requirements for, working capital needs; (iii) the significant interest expense, or the cash requirements necessary to service interest or principal payments, on our outstanding debt; (iv) noncontrolling interests in our Stendal northern bleached softwood kraft, or “NBSK”, pulp mill operations prior to our acquisition of 100% of the economic interest of Stendal in September 2014; (v) the impact of realized or marked to market changes in our derivative positions, which can be substantial; and (vi) the impact of impairment charges against our investments or assets. Because of these limitations, Operating EBITDA should only be considered as a supplemental performance measure and should not be considered as a measure of liquidity or cash available to us to invest in the growth of our business. Because all companies do not calculate Operating EBITDA in the same manner, Operating EBITDA as calculated by us may differ from Operating EBITDA or EBITDA as calculated by other companies. We compensate for these limitations by using Operating EBITDA as a supplemental measure of our performance and by relying primarily on our GAAP financial statements.

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

In this document: (i) unless the context otherwise requires, references to "we", "our", "us", the "Company" or "Mercer" mean Mercer International Inc. and its subsidiaries; (ii) references to "Mercer Inc." mean the Company excluding its subsidiaries; (iii) information is provided as of March 31, 2015, unless otherwise stated; (iv) all references to "\$" mean U.S. dollars, which is our reporting currency, unless otherwise stated; (v) "€" refers to euros and "C\$" refers to Canadian dollars; (vi) "ADMTs" refers to air-dried metric tonnes; and (vii) "MWh" refers to megawatt hours.

Results of Operations

General

We operate three northern bleached softwood kraft, referred to as "NBSK", pulp mills, being our Rosenthal and Stendal mills located in Germany and our Celgar mill located in Western Canada. We have a consolidated annual production capacity of approximately 1.5 million ADMTs.

The following discussion and analysis of our results of operations and financial condition for the three months ended March 31, 2015 should be read in conjunction with our interim consolidated financial statements and related notes included in this quarterly report, as well as our most recent annual report on Form 10-K for the fiscal year ended December 31, 2014 filed with the Securities and Exchange Commission, referred to as the "SEC".

Current Market Environment

As our operating costs are primarily incurred in euros and Canadian dollars and our principal product, NBSK pulp, is quoted in U.S. dollars, our business and operating margins materially benefit from the recent strengthening of the U.S. dollar. Such benefit is partially offset by the rapid strengthening of the U.S. dollar putting downward pressure on pulp prices, as a stronger U.S. dollar increases costs to our European and Asian customers. Our energy and chemical sales are made in local currencies and, as a result, our realizations decline in U.S. dollar terms when the U.S. dollar strengthens.

During the current quarter of 2015, the U.S. dollar was 18% and 11% stronger against the euro and Canadian dollar, respectively, compared to the same period of 2014. This in large part contributed to a 20% reduction in our costs and expenses in the first quarter of 2015 from the same quarter of 2014.

In the first quarter of 2015, pulp list prices decreased from the end of 2014 and, at the end of the current quarter, list prices in Europe, North America and China were approximately \$860, \$980 and \$650 per ADMT, respectively.

Currently, the NBSK pulp market is generally balanced with world producer inventories at about 33 days' supply.

Looking forward, we currently expect increased demand and improved pricing in China in mid-2015, with pricing in Europe remaining essentially flat.

Summary Financial Highlights

	Three Months Ended March 31,	
	2015	2014
	(in thousands, other than per share amounts)	
Pulp revenues	\$ 234,657	\$ 278,506
Energy and chemical revenues	\$ 22,890	\$ 27,179
Operating income	\$ 43,931	\$ 39,243
Operating EBITDA ⁽¹⁾	\$ 61,318	\$ 59,030
Foreign exchange loss on intercompany debt	\$ (6,610)	\$ (69)
Gain (loss) on derivative instruments	\$ (524)	\$ 3,228
Income tax provision	\$ (9,265)	\$ (1,850)
Net income ⁽²⁾	\$ 13,634	\$ 21,041
Net income per share ⁽²⁾		
Basic	\$ 0.21	\$ 0.38
Diluted	\$ 0.21	\$ 0.37
Common shares outstanding at period end	64,464	55,854

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

	Three Months Ended March 31,	
	2015	2014
	(in thousands)	
Net income attributable to common shareholders	\$ 13,634	\$ 21,041
Net income attributable to noncontrolling interest	-	2,136
Income tax provision	9,265	1,850
Interest expense	13,884	17,450
Foreign exchange loss on intercompany debt	6,610	69
(Gain) loss on derivative instruments	524	(3,228)
Other expense (income)	14	(75)
Operating income	43,931	39,243
Add: Depreciation and amortization	17,387	19,787
Operating EBITDA	\$ 61,318	\$ 59,030

(2) Attributable to common shareholders.

Selected Production, Sales and Other Data

	Three Months Ended March 31,	
	2015	2014
Pulp production ('000 ADMTs)	362.6	381.8
Annual maintenance downtime ('000 ADMTs)	19.2	-
Annual maintenance downtime (days)	14	-
Pulp sales ('000 ADMTs)	349.7	381.4
Average NBSK pulp list prices in Europe (\$/ADMT) ⁽¹⁾	887	920
Average NBSK pulp list prices in North America (\$/ADMT) ⁽¹⁾	995	1,017
Average NBSK pulp list prices in China (\$/ADMT) ⁽¹⁾	663	757
Average pulp sales realizations (\$/ADMT) ⁽²⁾	665	723
Energy production ('000 MWh)	455.0	466.3
Energy sales ('000 MWh)	199.2	201.5
Average energy sales realizations (\$/MWh)	95	115
Average Spot Currency Exchange Rates		
\$ / € ⁽³⁾	1.1246	1.3705
\$ / C\$ ⁽³⁾	0.8057	0.9065

(1) Source: RISI pricing report.

(2) Average realized pulp prices for the periods indicated reflect customer discounts and pulp price movements between the order and shipment dates.

(3) Average Federal Reserve Bank of New York noon spot rate over the reporting period.

Three Months Ended March 31, 2015 Compared to Three Months Ended March 31, 2014

Total revenues for the three months ended March 31, 2015 decreased by approximately 16% to \$257.5 million from \$305.7 million in the same quarter in 2014, primarily due to lower pulp and energy and chemical revenues.

Pulp revenues in the three months ended March 31, 2015 decreased by approximately 16% to \$234.7 million from \$278.5 million in the same quarter of 2014, due to lower sales volumes and lower pulp price realizations.

Energy and chemical revenues decreased by approximately 16% to \$22.9 million in the first quarter of 2015 from \$27.2 million in the same quarter of 2014, primarily due to the impact of a stronger U.S. dollar relative to the euro and Canadian dollar.

Pulp production decreased by approximately 5% to 362,629 ADMTs in the current quarter from 381,785 ADMTs in the same quarter of 2014. In the first quarter of 2015, our Celgar mill had 14 days (approximately 19,200 ADMTs) of annual maintenance downtime. We estimate that such maintenance downtime at our Celgar mill adversely impacted our Operating EBITDA by approximately \$18.3 million, comprised of approximately \$11.4 million in direct out-of-pocket expenses and the balance in reduced production. Many of our competitors that report their financial results using International Financial Reporting Standards capitalize their direct costs of maintenance shutdowns.

Our Stendal mill's annual maintenance shutdown is scheduled for ten days in the second quarter of 2015 and an additional two days in the fourth quarter of 2015. Our Rosenthal mill's annual maintenance shutdown is scheduled for 14 days in the third quarter of 2015.

Pulp sales volumes decreased by approximately 8% to 349,691 ADMTs in the current quarter from 381,355 ADMTs in the same quarter of 2014, primarily due to weaker demand from China. Demand in Europe was steady in the current quarter. List prices for NBSK pulp in both Europe and China trended downwards in the first quarter of 2015, largely due to the strengthening of the U.S. dollar and weaker demand in China. In the first quarter of 2015, list prices in China were also negatively affected by the ramp up of a Russian NBSK pulp mill which aggressively priced its pulp in the Chinese market due to the weakness in the Russian ruble.

Average list prices for NBSK pulp in Europe were approximately \$887 per ADMT in the first quarter of 2015, compared to approximately \$920 per ADMT in the same quarter of 2014. Average list prices for NBSK pulp in North America and China were approximately \$995 per ADMT and \$663 per ADMT, respectively, in the first quarter of 2015, compared to approximately \$1,017 per ADMT and \$757 per ADMT, respectively, in the same quarter of 2014.

Average pulp sales realizations decreased by approximately 8% to \$665 per ADMT in the first quarter of 2015 from approximately \$723 per ADMT in the same quarter last year, primarily due to lower list prices.

Costs and expenses in the current quarter decreased by approximately 20% to \$213.6 million from \$266.4 million in the first quarter of 2014, primarily due to the impact of a stronger U.S. dollar on our euro and Canadian dollar denominated expenses and lower sales volumes, partially offset by higher annual maintenance costs.

In the first quarter of 2015, operating depreciation and amortization decreased by approximately 12% to \$17.3 million from \$19.7 million in the same quarter of 2014, due to the impact of a stronger U.S. dollar relative to the euro and Canadian dollar.

Selling, general and administrative expenses increased to \$11.4 million in the first quarter of 2015 from \$10.4 million in the same quarter of 2014.

Transportation costs decreased by approximately 21% to \$17.3 million in the current quarter from \$21.9 million in the same quarter of 2014 due to the stronger U.S. dollar.

On average, our overall per unit fiber costs in the current quarter decreased by approximately 18% from the same quarter of 2014, primarily as a result of the strengthening of the U.S. dollar versus the euro and the Canadian dollar more than offsetting increases in Celgar's per unit fiber prices. In the current quarter, in euro terms, fiber prices in Germany were marginally lower than the comparative quarter as a result of a balanced wood market in Germany. In the current quarter, in Canadian dollar terms, fiber prices for our Celgar mill were higher than the comparative quarter due to increased demand for chips from coastal mills in the Celgar mill's fiber procurement region.

In the first quarter of 2015, our operating income increased by approximately 12% to \$43.9 million from \$39.2 million in the same quarter of 2014, primarily due to the positive impact of a stronger U.S. dollar relative to the euro and Canadian dollar, partially offset by lower pulp price realizations and costs associated with annual maintenance downtime.

Interest expense in the current quarter decreased to \$13.9 million from \$17.5 million in the same quarter of 2014.

In the current quarter of 2015, as a result of the strengthening of the U.S. dollar versus the euro, we recorded a non-cash loss on the foreign exchange translation of certain intercompany debt between Mercer Inc. and its wholly-owned subsidiaries which reduced our net income by \$6.6 million, or \$0.10 per share.

In the current quarter, we recorded a non-cash derivative loss of \$0.5 million on the mark to market adjustment of our Stendal mill's interest rate derivative, compared to a non-cash derivative gain of \$3.2 million in the same quarter of 2014.

The noncontrolling shareholder's interest in the Stendal mill's net income, which was eliminated in the third quarter of 2014, was \$2.1 million in the first quarter of last year.

During the first quarter of 2015, we recorded an income tax expense of \$9.3 million, compared to an income tax expense of \$1.9 million in the same quarter of 2014 due to higher taxable income for our German mills.

We reported net income attributable to common shareholders of \$13.6 million, or \$0.21 per basic and diluted share, for the first quarter of 2015, compared to \$21.0 million, or \$0.38 per basic and \$0.37 per diluted share, in the same period of 2014.

In the first quarter of 2015, Operating EBITDA increased by approximately 4% to \$61.3 million from \$59.0 million in the same quarter of 2014, primarily as a result of the strengthening of the U.S. dollar versus the euro and Canadian dollar, partially offset by lower pulp price realizations and higher annual maintenance costs.

Liquidity and Capital Resources

The following table is a summary of selected financial information as at the dates indicated:

	March 31, 2015	December 31, 2014
	(in thousands)	
Financial Position		
Cash and cash equivalents	\$ 99,843	\$ 53,172
Working capital	\$ 271,656	\$ 262,332
Total assets	\$ 1,233,652	\$ 1,326,807
Long-term liabilities	\$ 760,875	\$ 772,424
Total equity	\$ 341,586	\$ 438,880

As at March 31, 2015, our cash and cash equivalents had increased to \$99.8 million from \$53.2 million at the end of 2014 and our working capital had increased to \$271.7 million from \$262.3 million at the end of 2014.

As at March 31, 2015, we had approximately \$117.8 million available under our revolving credit facilities.

During the current quarter, as a result of the strengthening of the U.S. dollar versus the euro and the Canadian dollar, we recorded a non-cash reduction in the carrying value of our net assets, consisting primarily of our fixed assets, denominated in euros and Canadian dollars. This non-cash reduction of approximately \$111.8 million does not affect our net income, Operating EBITDA or cash flows but is reflected in our other comprehensive income (loss) and as a reduction to our total equity.

Sources and Uses of Funds

Our principal sources of funds are cash flows from operations, cash and cash equivalents on hand and our revolving credit facilities. Our principal uses of funds consist of operating expenditures, capital expenditures and interest payments on our outstanding 7.000% Senior Notes due 2019 and 7.750% Senior Notes due 2022.

Debt Covenants

Certain of our long-term obligations contain various financial tests and covenants customary to these types of arrangements. See our annual report on Form 10-K for the year ended December 31, 2014.

As at March 31, 2015, we were in full compliance with all of the covenants of our indebtedness.

Cash Flow Analysis

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

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

Cash provided by operating activities was \$59.8 million in the first quarter of 2015 and \$59.7 million in the comparative period of 2014. An increase in accounts payable and accrued expenses provided cash of \$27.8 million in the first quarter of 2015, compared to \$22.2 million in the same quarter of 2014. An increase in inventories, excluding non-cash items, used cash of \$4.9 million in the first quarter of 2015, compared to a decrease in inventories providing cash of \$18.7 million in the same quarter of 2014. An increase in receivables, excluding non-cash items, used cash of \$9.6 million in the first quarter of 2015, compared to \$17.3 million in the same period of 2014.

Cash Flows from Investing Activities. Investing activities in the first quarter of 2015 used cash of \$7.7 million, compared to \$8.1 million in the same period of 2014. In the three months ended March 31, 2015, capital expenditures and costs associated with the implementation of the enterprise resource planning system used cash of \$7.9 million, compared to \$8.3 million in the same period of 2014.

Cash Flows from Financing Activities. In the first quarter of 2015, financing activities provided cash of \$0.7 million, compared to using cash of \$26.9 million in the same quarter of 2014. In the first quarter of 2014, principal repayments under our Stendal mill's prior credit facilities, which were paid out in the fourth quarter of 2014, used cash of \$29.8 million and proceeds of government grants provided cash of \$3.3 million.

Capital Commitments and Future Liquidity

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

We currently have no material commitments to acquire assets or operating businesses. We anticipate that there may be acquisitions or commitments to capital projects in the future. To achieve the long-term goals of expanding our assets and earnings, additional capital resources may be required. Depending on the size of a transaction or project, the capital resources that will be required can be substantial. The necessary resources will be generated from cash flow from operations, cash on hand, borrowing against our assets or the issuance of securities.

Off-Balance Sheet Arrangements

At March 31, 2015, we did not have any off-balance sheet arrangements (as defined in Item 303(a)(4)(ii) of Regulation S-K).

Contractual Obligations and Commitments

There were no material changes outside the ordinary course to any of our material contractual obligations during the three months ended March 31, 2015.

Foreign Currency

As we hold certain assets and liabilities in euros and Canadian dollars and the majority of our expenditures are denominated in euros or Canadian dollars, our consolidated financial results are subject to foreign currency exchange rate fluctuations.

We translate foreign denominated assets and liabilities into U.S. dollars at the rate of exchange on the balance sheet date. Equity accounts are translated using historical exchange rates. Unrealized gains or losses from these translations are recorded in our consolidated statement of comprehensive income (loss) and do not affect our net earnings.

In the first quarter of 2015, as a result of the strengthening of the U.S. dollar versus the euro and Canadian dollar, we recorded a non-cash reduction in the carrying value of our net assets, consisting primarily of our fixed assets, denominated in euros and Canadian dollars. As a result, our accumulated other comprehensive loss increased to \$164.1 million.

Based upon the exchange rate at March 31, 2015, the U.S. dollar has strengthened by approximately 22% and 13% in value against the euro and the Canadian dollar, respectively, since March 31, 2014. See “Quantitative and Qualitative Disclosures about Market Risk”.

Critical Accounting Policies

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

Our significant accounting policies are disclosed in Note 1 to our annual report on Form 10-K for the fiscal year ended December 31, 2014. While all of the significant accounting policies are important to the consolidated financial statements, some of these policies may be viewed as having a high degree of judgment. On an ongoing basis, using currently available information, management reviews its estimates, including those related to the accounting for, among other things, pensions and other post-retirement benefit obligations, deferred income taxes (valuation allowance), depreciation and amortization, future cash flows associated with impairment testing for long-lived assets, intercompany loans of a long-term investment nature, legal liabilities and contingencies. Actual results could differ materially from these estimates, and changes in these estimates are recorded when known.

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

For information about both our significant and critical accounting policies, see our annual report on Form 10-K for the fiscal year ended December 31, 2014.

Cautionary Statement Regarding Forward-Looking Information

The statements in this report that are not reported financial results or other historical information are “forward-looking statements” within the meaning of the *Private Securities Litigation Reform Act of 1995*, as amended.

Generally, forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. They often include words such as “expects”, “anticipates”, “intends”, “plans”, “believes”, “seeks”, “estimates”, or words of similar meaning, or future or conditional verbs, such as “will”, “should”, “could”, or “may”, although not all forward-looking statements contain these identifying words. Forward-looking statements are based on expectations, forecasts and assumptions by our management and involve a number of risks, uncertainties and other factors, many of which are beyond our control, that could cause actual conditions, events or results to differ significantly from those described in the forward-looking statements. These factors include, but are not limited to, the following:

- the highly cyclical nature of our business;
- our level of indebtedness could negatively impact our financial condition, results of operations and liquidity;
- a weakening of the global economy could adversely affect our business and financial results and have a material adverse effect on our liquidity and capital resources;
- cyclical fluctuations in the price and supply of our raw materials could adversely affect our business;
- we operate in highly competitive markets;
- we are exposed to currency exchange rate and interest rate fluctuations;
- we periodically use derivatives to manage certain risks which has caused significant fluctuations in our operating results;
- we are subject to extensive environmental regulation and we could have environmental liabilities at our facilities;
- our business is subject to risks associated with climate change and social and government responses thereto;
- our new enterprise resource planning system may cost more than expected, be delayed, fail to perform as planned and interrupt operational transactions during and following the implementation, which could adversely affect our operations and results of operations;
- our operations require substantial capital and we may be unable to maintain adequate capital resources to provide for such requirements;
- future acquisitions may result in additional risks and uncertainties in our business;

- changes in credit ratings issued by nationally recognized statistical rating organizations could adversely affect our cost of financing and have an adverse effect on the market price of our securities;
- we are subject to risks related to our employees;
- we rely on German federal and state government grants and participate in German and European statutory energy programs;
- we are dependent on key personnel;
- we may experience material disruptions to our production (including as a result of, among other things, planned and unplanned maintenance shutdowns);
- if our long-lived assets become impaired, we may be required to record non-cash impairment that could have a material impact on our results of operations;
- we may incur losses as a result of unforeseen or catastrophic events, including the emergence of a pandemic, terrorist attacks or natural disasters;
- our insurance coverage may not be adequate;
- we rely on third parties for transportation services;
- failures or security breaches of our information technology systems could disrupt our operations and negatively impact our business;
- the price of our common stock may be volatile; and
- a small number of our shareholders could significantly influence our business.

Given these uncertainties, you should not place undue reliance on our forward-looking statements. The forgoing review of important factors is not exhaustive or necessarily in order of importance and should be read in conjunction with the risks and assumptions including those set forth in reports and other documents we have filed with or furnished to the SEC, including in our annual report on Form 10-K for the fiscal year ended December 31, 2014. We advise you that these cautionary remarks expressly qualify in their entirety all forward-looking statements attributable to us or persons acting on our behalf. Unless required by law, we do not assume any obligation to update forward-looking statements based on unanticipated events or changed expectations. However, you should carefully review the reports and other documents we file from time to time with the SEC.

Cyclical Nature of Business

Revenues

The pulp business is highly cyclical in nature and markets are characterized by periods of supply and demand imbalance, which in turn affects prices. Pulp markets are highly competitive and are sensitive to cyclical changes in the global economy, industry capacity and foreign exchange rates, all of which can have a significant influence on selling prices and our operating results. The length and magnitude of industry cycles have varied over time but generally reflect changes in macro-economic conditions and levels of industry capacity. Pulp is a commodity that is generally available from other producers. Because commodity products have few distinguishing qualities from producer to producer, competition is generally based upon price, which is generally determined by supply relative to demand.

Industry capacity can fluctuate as changing industry conditions can influence producers to idle production capacity or permanently close mills. In addition, to avoid substantial cash costs in idling or closing a mill, some producers will choose to operate at a loss, sometimes even a cash loss, which can prolong weak pricing environments due to oversupply. Oversupply of our products can also result from producers introducing new capacity in response to favorable pricing trends. Certain integrated pulp and paper producers have the ability to discontinue paper production by idling their paper machines and selling their NBSK pulp production on the market if market conditions, prices and trends warrant such actions.

By the end of 2015, the global supply of bleached hardwood kraft pulp is projected to increase by approximately 0.7 million ADMTs, primarily from South America. This increase in bleached hardwood kraft pulp is largely targeted at the growing demand for pulp in developing markets, particularly in China, by producers of tissues, specialty papers and packaging. If such additional bleached hardwood kraft pulp supply is not absorbed by such demand growth, as a result of generally lower prices for bleached hardwood kraft pulp, this supply increase could put downward pressure on NBSK pulp prices.

Demand for pulp has historically been determined primarily by general global macroeconomic conditions and has been closely tied to overall business activity. NBSK pulp prices can fluctuate widely over time. Between 2005 and 2014, European list prices for NBSK pulp have fluctuated between a low of approximately \$575 per ADMT in 2009 to a high of \$1,030 per ADMT in 2011.

In 2012, pulp prices declined sharply, primarily due to economic uncertainty in Europe and credit tightening in China. Economic uncertainty in Europe and China, respectively, impacted both demand and prices. At the end of 2012, list prices were approximately \$810 per ADMT in Europe, \$870 per ADMT in North America and \$655 per ADMT in China. At the end of 2013, list prices had increased to \$905 per ADMT in Europe, \$990 per ADMT in North America and \$750 per ADMT in China. In 2014, list prices were on average approximately 7% higher than 2013. During the three months ended March 31, 2015, pulp prices decreased from the end of 2014. As at March 31, 2015, list prices for NBSK pulp were approximately \$860 per ADMT in Europe, \$980 per ADMT in North America and \$650 per ADMT in China.

A producer's actual sales price realizations are list prices net of customer discounts, rebates and other selling concessions. Over the last three years, these have increased as producers compete for customers and sales. Our sales price realizations may also be affected by NBSK price movements between the order and shipment dates.

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

Costs

Our production costs are influenced by the availability and cost of raw materials, energy and labor and our plant efficiencies and productivity. Our main raw material is fiber in the form of wood chips and pulp logs. Wood chip and pulp log costs are primarily affected by the supply of, and demand for, lumber and pulp, which are both cyclical, and, to a lesser extent, by increasing demand from renewable energy producers. Higher fiber costs could affect our margins if we are unable to pass along price increases to our pulp customers or purchasers of surplus energy. The state of lumber markets affects both the amount of sawmill residuals, such as chips, produced as a by-product of lumber and the level of timber harvesting, which provides us with pulp logs. Production costs also depend on the total volume of production. Lower operating rates during periods of cyclically low demand result in higher average production costs and lower margins.

Currency

The majority of our sales are in products quoted in U.S. dollars while most of our operating costs and expenses, other than those of the Celgar mill, are incurred in euros. In addition, all of the products sold by the Celgar mill are quoted in U.S. dollars and the Celgar mill's costs are primarily incurred in Canadian dollars. Our results of operations and financial condition are reported in U.S. dollars. As a result, our expenses are reduced by an increase in the value of the U.S. dollar relative to the euro and to the Canadian dollar. Such a shift in the U.S. dollar relative to the euro and the Canadian dollar improves our operating margins and the cash flow available to fund our operations. Conversely, a weakening of the U.S. dollar to the euro and the Canadian dollar reduces our operating margins and the cash flow available to fund our operations. This could have a material adverse effect on our business, financial condition, results of operations and cash flows.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

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

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

During the three months ended March 31, 2015, we recorded a non-cash unrealized loss of approximately \$0.5 million on our outstanding interest rate derivative, compared to a non-cash unrealized gain of \$3.2 million in the same quarter of 2014.

We are also subject to some energy price risk, primarily for the natural gas and electricity that our operations purchase. Our electricity price risks are mitigated by the ability of all of our mills to produce renewable energy.

For additional information, please refer to Part II, Item 7A. Quantitative and Qualitative Disclosures about Market Risk included in our annual report on Form 10-K for the fiscal year ended December 31, 2014.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

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

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

Changes in Internal Controls

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

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PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are subject to routine litigation incidental to our business, including that which is described in our latest annual report on Form 10-K for the fiscal year ended December 31, 2014. We do not believe that the outcome of such litigation will have a material adverse effect on our business or financial condition.

ITEM 1A. RISK FACTORS

As of March 31, 2015, there have been no material changes to the factors disclosed in Item 1A. Risk Factors in our latest annual report on Form 10-K for the fiscal year ended December 31, 2014.

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit No.	Description
10.1	Employment Agreement dated October 20, 2005 between Mercer Pulp Sales GmbH and David Cooper
31.1	Section 302 Certification of Chief Executive Officer
31.2	Section 302 Certification of Chief Financial Officer
32.1*	Section 906 Certification of Chief Executive Officer
32.2*	Section 906 Certification of Chief Financial Officer
101	The following financial statements from the Company's Form 10-Q for the fiscal quarter ended March 31, 2015, formatted in XBRL: (i) Interim Consolidated Balance Sheets; (ii) Interim Consolidated Statements of Operations; (iii) Interim Consolidated Statements of Retained Earnings; (iv) Interim Consolidated Statements of Comprehensive Income (Loss); (v) Interim Consolidated Statements of Cash Flows; and (vi) Notes to Interim Consolidated Financial Statements.

* In accordance with Release No. 33-8212 of the SEC, these Certifications: (i) are "furnished" to the SEC and are not "filed" for the purposes of liability under the Securities Exchange Act of 1934, as amended; and (ii) are not to be subject to automatic incorporation by reference into any of the Company's registration statements filed under the Securities Act of 1933, as amended, for the purposes of liability thereunder or any offering memorandum, unless the Company specifically incorporates them by reference therein.

SIGNATURES

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

MERCER INTERNATIONAL INC.

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

Date: April 30, 2015

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EMPLOYMENT AGREEMENT

DIENSTVERTRAG

dated 20 October 2005 (hereinafter referred to as the "Agreement")
made by and between

Mercer Pulp Sales GmbH
Charlottenstrasse 59
10117 Berlin

(hereinafter referred to as the "company")

and

Mr. David Cooper

(hereinafter referred to as "managing director")

zwischen

Mercer Pulp Sales GmbH
Charlottenstrasse 59
10117 Berlin

(im folgenden auch „Gesellschaft“)

und

Herrn David Cooper

(im folgenden auch als „Geschäftsführer“ bezeichnet)

§ 1

Functions and Responsibilities

1.
Mr. Cooper, who was first hired effective June 6, 2005, by the company's mother company, Mercer International Inc., as Vice President, Pulp Sales & Marketing Europe, has been appointed managing director ("Geschäftsführer") of the company on October 20, 2005.

In such capacity he is responsible for the representation of the company to third parties

The company may assign the managing director to positions with affiliates of the company which positions the managing director agrees to fill out without additional compensation.

2.

The managing director shall manage the company's business in accordance with applicable law, the articles of association of the company and the directives of the shareholders.

§ 1

Geschäftsführertätigkeit

1.
Herr Cooper, der am 6. Juni 2005 von der Muttergesellschaft der Gesellschaft, der Mercer International Inc., als Vice-President, Pulp Sales & Marketing Europe, eingestellt wurde, ist seit 20. Oktober 2005 zum Geschäftsführer der Gesellschaft berufen worden.

Als Geschäftsführer obliegt ihm die Vertretung der Gesellschaft nach außen.

Die Gesellschaft kann dem Geschäftsführer auch die Geschäftsführung von verbundenen Unternehmen übertragen, ohne daß hierfür ein gesondertes Gehalt gezahlt wird.

2.

Der Geschäftsführer führt die Geschäfte der Gesellschaft nach Maßgabe der gesetzlichen Bestimmungen, der Satzung der Gesellschaft sowie der Anweisungen der Gesellschafterversammlung.

3. The managing director shall report to the President, Chief Executive Officer and Chairman of Mercer International.

4. The managing director's office location is the domicile of the company.

§ 2 Term of Agreement

1. This agreement is effective from 1 November 2005 and replaces all earlier agreements between the parties.

2. This agreement is entered into for indefinite time.

3. This agreement may be terminated by the Company by giving six (6) months notice and by the managing director by giving three (3) months notice unless the termination is due to serious breach of this contract or illegal actions in which cases no notice period is required. The termination notice for termination of this agreement has to be in writing.

4. If termination notice is given with respect to this agreement, no matter by which party, the company is entitled to suspend the managing director's obligation to perform services for the company until the actual termination date or may, for the transitory period until the actual termination date, assign the managing director to other positions with the company or its affiliates.

5. This agreement shall terminate without expressed termination notice at the end of the month in which the managing director completes his 65th year of life.

3. Der Geschäftsführer berichtet an den Vorstandsvorsitzenden von Mercer International.

4. Dienstort des Geschäftsführers ist der Sitz der Gesellschaft.

§ 2 Vertragsdauer

1. Dieser Vertrag tritt mit dem 1. November 2005 in Kraft und ersetzt alle früheren Vereinbarungen zwischen den Parteien.

2. Dieser Vertrag wird auf unbestimmte Zeit geschlossen.

3. Dieser Vertrag kann von Seiten der Gesellschaft mit einer Frist von sechs (6) Monaten und von Seiten der Geschäftsführers mit drei (3) Monaten Frist gekündigt werden, wenn nicht die Kündigung auf einen erheblichen Verstoß gegen diesen Vertrag oder rechtswidrige Handlungen zurückzuführen ist, in welchen Fällen keine Kündigungsfrist erforderlich ist. Die Kündigung dieses Vertrages bedarf der Schriftform.

4. Ist die Kündigung dieses Vertrages ausgesprochen, gleich durch welchen Partner, ist die Gesellschaft befugt, den Geschäftsführer von seiner Verpflichtung zur Arbeitsleistung für die Gesellschaft bis zu der tatsächlichen Vertragsbeendigung freizustellen oder dem Geschäftsführer für die Übergangszeit bis zur tatsächlichen Vertragsbeendigung eine andere, vergleichbare Position in der Gesellschaft zuzuweisen.

5. Dieser Vertrag endet ohne Kündigung mit Ablauf des Monats, in dem der Geschäftsführer sein 65. Lebensjahr vollendet.

6. The appointment of the managing director as managing director may, at any time and without notice, be revoked by shareholder resolution. The revocation shall be deemed termination of this agreement effective at the earliest legally possible date.

§ 3 Compensation

1. The managing director shall as compensation for his services receive an annual gross salary of EUR 150.000 (in words: one hundred and fifty thousand Euro). The annual salary shall be paid in twelve equal instalments at the end of each calendar month under withholding of applicable tax and social security deductions.
The salary is being reviewed annually.

2. Additionally the managing director is entitled to an annual bonus payment, which will be based one-third on Company performance, one-third on specific objectives and one-third on subjective objectives, including leadership and communication skills.
The bonus is paid in arrear at the beginning of the following year. In case of termination of the employment contract within the year, the bonus is paid pro rata.

§ 4 Compensation in Case of Incapacitation

1. In case of temporary incapacitation of the managing director caused by illness or another reason for which the managing director is not responsible, statutory law is applicable for the continuation of compensation payments.

6. Die Bestellung des Geschäftsführers kann von der Gesellschafterversammlung jederzeit widerrufen werden. Die Abberufung als Geschäftsführer gilt als Kündigung dieses Anstellungsvertrages zum nächstmöglichen Termin.

§ 3 Bezüge

1. Der Geschäftsführer erhält als Vergütung für seine Tätigkeit ein Jahresgehalt von EUR 150.000 (in Worten: Euro einhundertfünfzigtausend) brutto. Das Jahresgehalt wird in zwölf (12) gleichen Raten am Ende eines jeden Kalendermonats gezahlt unter Einbehaltung der gesetzlichen Abzüge.
Das Gehalt wird jährlich überprüft.

2. Der Geschäftsführer erhält darüber hinaus eine Jahresbonus, der zu einem Drittel in Abhängigkeit vom Jahresergebnis der Gesellschaft zu einem Drittel nach spezifischen Zielen, und zu einem Drittel nach subjektiven Kriterien, einschließlich Führungs- und Kommunikationsverhalten festgelegt wird. Der Bonus wird zu Beginn des Folgejahrs ausgezahlt. Bei unterjährigem Ausscheiden erfolgt die Zahlung zeitanteilig.

§ 4 Bezüge bei Krankheit

1. Im Falle vorübergehender Arbeitsunfähigkeit des Geschäftsführers, die durch Krankheit oder einen anderen vom Geschäftsführer nicht zu vertretenden Grund eintritt, gilt für die Gehaltsfortzahlung die gesetzliche Regelung.

2.
The Managing Director will become a member of Mercer's Employee Benefits Program. Such benefits include:

Extended Health Plan
Dental Plan
Vision Care Plan

§ 5 Vacation

The managing director is entitled to an annual vacation of thirty (30) working days (one week = five working days).

§ 6 Other Benefits

1.
The managing director shall, for the performance of his function under this Agreement, be provided with a company car which he may also use for personal purposes. All costs arising in connection with the use of the vehicle, including costs of a replacement vehicle, are borne by the company. The income tax on the monetary advantage of the private use shall be paid by the managing director.

2.
The Managing Director will receive 30.000 Mercer stock option grants and will be eligible for future stock grants under Mercer's Option and Restricted Stock Grant Plan.

3.
Mercer International Inc. is in the process of reviewing its pension program. The intention is to move towards a defined contribution program for members of the management and Mr. Coper as Managing Director or a subsidiary will be eligible to fully participate in this scheme.

2.
Der Geschäftsführer wird Begünstigter des Mercer Zuwendungsprogramms für Mitarbeiter. Diese Zuwendungen schließen ein:

Erweiterter Gesundheitsplan
Zahnfürsorge
Augen-Plan
Eine detaillierte Zusammenstellung erhalten Sie in der Anlage

§ 5 Urlaub

Der Geschäftsführer hat Anspruch auf einen Jahresurlaub von 30 Arbeitstagen (eine Woche = fünf Arbeitstage).

§ 6 Sonstige Leistungen

1.
Dem Geschäftsführer wird für seine Tätigkeit im Rahmen dieses Vertrages ein Firmenwagen zur Verfügung gestellt, der auch zu persönlichen Zwecken benutzt werden darf. Alle im Zusammenhang mit der Nutzung des Fahrzeugs entstehenden Kosten, auch die Kosten eines Ersatzfahrzeugs, trägt die Gesellschaft. Steuern auf die private Nutzung des Fahrzeugs trägt der Geschäftsführer.

2.
Der Geschäftsführer erhält 30.000 Mercer Aktienoptionen und nimmt an Mercer's Options- und beschränktem Aktienplan teil.

3.
Mercer International Inc. aktualisiert gegenwärtig ihren Pensionplan Für Mitglieder der Managements wird es ein Pensionsprogramm mit definierten Beiträgen geben. Herr Cooper als Geschäftsführer einer Tochtergesellschaft gehört zum kreis der uneingeschränkt Berechtigsten.

§ 7**Additional Employment, Non-Competition Clause**

1. The managing director shall devote his full attention and time, as well as professional knowledge and experience, exclusively to the company. The acceptance of any compensated or non-compensated additional employment as well as of the service on supervisory or advisory boards or similar positions is subject to the prior written consent of the shareholder's meeting.

2. During the time of his employment with the company the managing director shall not engage, directly or indirectly, in any venture, business or enterprise which competes with the company or with which the company maintains relations.

§ 8**Confidentiality**

The managing director agrees that he will keep all affairs of the company absolutely confidential to third parties. This obligation shall survive the termination of the services for the company.

§ 9**Records and other Company Property**

When leaving the service of the company, or after being suspended from his obligation to render services pursuant to § 2 subparagraph 4, the managing director agrees to return to the Company any and all documents, correspondence, records, drafts and the like which concern Company matters and which are still in his possession. The managing director is not entitled to exercise a right of retention with respect to such records and objects.

§ 7**Nebentätigkeiten, Wettbewerbsverbot**

1. Der Geschäftsführer wird seine ganze Arbeitskraft und Zeit sowie alle seine fachlichen Kenntnisse und Erfahrungen ausschließlich der Gesellschaft widmen. Die Übernahme einer entgeltlichen oder unentgeltlichen Nebentätigkeit sowie von Aufsichtsrats-, Beirats- oder ähnlichen Mandaten bedarf der vorherigen schriftlichen Zustimmung der Gesellschafterversammlung.

2. Während der Dauer dieses Vertrages wird sich der Geschäftsführer an Unternehmen, die mit der Gesellschaft in Wettbewerb stehen oder mit denen die Gesellschaft Geschäftsverbindungen unterhält, weder mittelbar noch unmittelbar beteiligen.

§ 8**Geheimhaltung**

Der Geschäftsführer ist verpflichtet, gegenüber Dritten über alle Angelegenheiten der Gesellschaft strengstes Stillschweigen zu bewahren. Diese Verpflichtung besteht auch nach einem Ausscheiden aus den Diensten der Gesellschaft.

§ 9**Aufzeichnungen und andere Gegenstände im Gesellschaftseigentum**

Bei seinem Ausscheiden aus den Diensten der Gesellschaft oder nach seiner Entbindung von der Verpflichtung zur Arbeitsleistung nach § 2 Abs. 4 ist der Geschäftsführer verpflichtet, sämtliche Schriftstücke, Korrespondenzen, Aufzeichnungen, Entwürfe und dergleichen, die Angelegenheiten der Gesellschaft betreffen, und die sich noch in seinem Besitz befinden, unverzüglich an die Gesellschaft zu übergeben. Der Geschäftsführer ist nicht berechtigt, an derartigen Unterlagen und Gegenständen ein Zurückbehaltungsrecht auszuüben.

§ 10
Final Provisions

1.
Amendments and additions to this Agreement, including this provision, must be in writing. There are no oral side agreements to this Agreement. This Agreement supersedes all earlier agreements.

2.
Should any provision of this Agreement become wholly or in part invalid, the remaining parts of this Agreement shall not be affected. The invalid provision shall be replaced in such case by such valid provision which comes as close as possible to the economic intent of the parties.

Managing Director

For the Company: Mercer International Inc.
Shareholder

§ 10
Schlußbestimmungen

1.
Änderungen und Ergänzungen dieses Vertrages einschließlich dieser Klausel bedürfen der Schriftform. Mündliche Nebenabreden sind nicht getroffen. Mit diesem Vertrag sind alle früher getroffenen Absprachen und Vereinbarungen hinfällig.

2.
Sollte eine Bestimmung dieses Vertrages ungültig sein oder werden, so wird dadurch die Rechtswirksamkeit der übrigen Bestimmungen nicht berührt. Die ungültige Bestimmung wird in einem solchen Fall durch die wirksame Bestimmung ersetzt, die dem von den Parteien geplanten wirtschaftlichen Erfolg so nahe wie möglich kommt.

Geschäftsführer

Für die Gesellschaft: Mercer International Inc.
(Gesellschafter)

CERTIFICATION OF PERIODIC REPORT

I, Jimmy S.H. Lee, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Mercer International Inc. (the “Registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the Registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the Registrant’s internal control over financial reporting that occurred during the Registrant’s most recent fiscal quarter (the Registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant’s internal control over financial reporting; and
5. The Registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant’s auditors and the audit committee of the Registrant’s board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant’s ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant’s internal control over financial reporting.

Date: April 30, 2015

/s/ Jimmy S.H. Lee
Jimmy S.H. Lee
Chief Executive Officer

CERTIFICATION OF PERIODIC REPORT

I, David M. Gandossi, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Mercer International Inc. (the “Registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the Registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the Registrant’s internal control over financial reporting that occurred during the Registrant’s most recent fiscal quarter (the Registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant’s internal control over financial reporting; and
5. The Registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant’s auditors and the audit committee of the Registrant’s board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant’s ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant’s internal control over financial reporting.

Date: April 30, 2015

/s/ David M. Gandossi
David M. Gandossi
Chief Financial Officer

CERTIFICATION OF PERIODIC REPORT

I, Jimmy S.H. Lee, Chief Executive Officer of Mercer International Inc. (the “Company”), certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the *Sarbanes-Oxley Act of 2002*, that, to my knowledge:

- (1) the Quarterly Report on Form 10-Q of the Company for the quarterly period ended March 31, 2015 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the *Securities Exchange Act of 1934*; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: April 30, 2015

/s/ Jimmy S.H. Lee

Jimmy S.H. Lee
Chief Executive Officer

A signed original of this written statement required by Section 906 of the *Sarbanes-Oxley Act of 2002* has been provided to Mercer International Inc. and will be retained by Mercer International Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

This certification accompanies the Report pursuant to Section 906 of the *Sarbanes-Oxley Act of 2002* and shall not, except to the extent required by the *Sarbanes-Oxley Act of 2002*, be deemed filed by the Company for purposes of Section 18 of the *Securities Exchange Act of 1934*, as amended.

CERTIFICATION OF PERIODIC REPORT

I, David M. Gandossi, Chief Financial Officer of Mercer International Inc. (the "Company"), certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the *Sarbanes-Oxley Act of 2002*, that, to my knowledge:

- (1) the Quarterly Report on Form 10-Q of the Company for the quarterly period ended March 31, 2015 (the "Report") fully complies with the requirements of Section 13(a) or 15 (d) of the *Securities Exchange Act of 1934*; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: April 30, 2015

/s/ David M. Gandossi

David M. Gandossi
Chief Financial Officer

A signed original of this written statement required by Section 906 of the *Sarbanes-Oxley Act of 2002* has been provided to Mercer International Inc. and will be retained by Mercer International Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

This certification accompanies the Report pursuant to Section 906 of the *Sarbanes-Oxley Act of 2002* and shall not, except to the extent required by the *Sarbanes-Oxley Act of 2002*, be deemed filed by the Company for purposes of Section 18 of the *Securities Exchange Act of 1934*, as amended.