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FOREST OIL CORP
Form POS AM
October 16, 2001

As filed with the Securities and Exchange Commission on October 16, 2001

Registration No. 333-35270

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Post-Effective
Amendment No. 1
to
FORM S-3

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

Forest Oil Corporation
(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction of
incorporation or organization)

25-0484900
(I.R.S. Employer Identification No.)

1600 Broadway
Suite 2200
Denver, Colorado 80202
(303) 812-1400
(Address, including zip code, and
telephone number, including area
code, of registrant's principal
executive offices)

Newton W. Wilson, III
Senior Vice President-Legal
Affairs and Secretary
1600 Broadway
Suite 2200
Denver, Colorado 80202
(303) 812-1400
(Name, address, including zip code, and
telephone number, including
area code, of agent for service)

Copy to:

Alan P. Baden
Vinson & Elkins L.L.P.
666 Fifth Avenue
26th Floor
New York, New York 10103
(917) 206-8000
(917) 206-8100 (FAX)

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form

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S-3 is being filed solely for the purpose of amending the exhibit list and adding new exhibits.

Part II Information Not Required in Prospectus

Item 16. Exhibits.

The following documents are filed as exhibits to this Registration Statement, including those exhibits incorporated herein by reference to a prior filing of the Company under the Securities Act or the Exchange Act as indicated below:

Exhibit No. -----	Exhibit -----
*1.1	- Form of Underwriting Agreement (Debt Securities).
*1.2	- Form of Underwriting Agreement (Preferred Stock).
*1.3	- Form of Underwriting Agreement (Common Stock).
*1.4	- Form of Underwriting Agreement (Securities Warrants).
**1.5	- Underwriting Agreement, dated October 11, 2001, by and between Forest Oil Corporation and J.P. Morgan Securities Inc.
***4.1	- Form of Senior Debt Indenture.
***4.2	- Form of Subordinated Debt Indenture.
***4.3	- Form of Senior Debt Securities (included in Exhibit 4.1).
***4.4	- Form of Subordinated Debt Securities (included in Exhibit 4.2).
*4.5	- Form of Securities Warrants.
4.6	- Restated Certificate of Incorporation of Forest Oil Corporation, dated October 14, 1993, incorporated herein by reference to Exhibit 3(i) to Form 10-Q for Forest Oil Corporation for the quarter ended September 30, 1993 (File No. 0-4597).
4.7	- Certificate of Amendment of the Restated Certificate of Incorporation, dated as of July 20, 1995, incorporated herein by reference to Exhibit 3(i)(a) to Form 10-Q for Forest Oil Corporation for the quarter ended June 30, 1995 (File No. 0-4597).
4.8	- Certificate of Amendment of the Certificate of Incorporation, dated as of July 26, 1995, incorporated herein by reference to Exhibit 3(i)(b) to Form 10-Q for Forest Oil Corporation for the quarter ended June 30, 1995 (File No. 0-4597).
4.9	- Certificate of Amendment of the Certificate of Incorporation dated as of January 5, 1996, incorporated herein by reference to Exhibit 3(i)(c) to Forest Oil Corporation's Registration Statement on Form S-2 (File No. 33-64949).

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- 4.10 - Certificate of Amendment of the Certificate of Incorporation dated as of December 7, 2000, incorporated herein by reference to Exhibit 3(i)(d) to Form 10-K for Forest Oil Corporation for the year ended December 31, 2000 (File No. 001-13515).
- 4.11 - Restated Bylaws of Forest Oil Corporation dated as of February 14, 2001, incorporated herein by reference to Exhibit 3(ii) to Form 10-K for Forest Oil Corporation for the year ended December 31, 2000 (File No. 001-13515).
- 4.12 - Indenture dated as of September 8, 1993 between Forest Oil Corporation and Shawmut Bank, Connecticut, (National Association), incorporated herein by reference to Exhibit 4.1 to Form 10-Q for Forest Oil Corporation for the quarter ended September 30, 1993 (File No. 0-4597).

II-1

Exhibit
No.

Exhibit

- 4.13 - First Supplemental Indenture dated as of February 8, 1996 among Forest Oil Corporation, 611852 Saskatchewan Ltd. and Fleet National Bank of Connecticut (formerly known as Shawmut Bank, Connecticut, National Association, which was formerly known as The Connecticut Bank), incorporated herein by reference to Exhibit 4.2 to Form 10-K for Forest Oil Corporation for the year ended December 31, 1995 (File No. 0-4597).
- 4.14 - Second Supplemental Indenture dated as of September 12, 1997 between Forest Oil Corporation, 611852 Saskatchewan Ltd. and State Street Bank and Trust Company (as successor in interest to Fleet National Bank of Connecticut (formerly known as Shawmut Bank Connecticut, National Association)), incorporated herein by reference to Exhibit 4.3 to Form 10-K for Forest Oil Corporation for the year ended December 31, 1997 (File No. 001-13515).
- 4.15 - Indenture dated as of September 29, 1997 among Canadian Forest Oil Ltd., Forest Oil Corporation and State Street Bank and Trust Company, incorporated herein by reference to Exhibit 4.1 to Forest Oil Corporation's Registration Statement on Form S-4 dated October 31, 1997 (File No. 333-39255).
- 4.16 - Indenture dated as of February 5, 1999 between Forest Oil Corporation and State Street Bank and Trust Company, incorporated herein by reference to Exhibit 4.16 to Forest Oil Corporation's Registration Statement on Form S-3 dated November 14, 1996, as amended (File No. 333-16125).
- 4.17 - Rights Agreement between Forest Oil Corporation and Mellon Securities Trust Company, as Rights Agent dated as of October 14, 1993, incorporated herein by reference to Exhibit 4.3 to Form 10-Q for Forest Oil Corporation for the quarter ended September 30, 1993 (File No. 0-4597).
- 4.18 - Amendment No. 1 dated as of July 27, 1995 to Rights Agreement dated

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as of October 14, 1993 between Forest Oil Corporation and Mellon Securities Trust Company, incorporated herein by reference to Exhibit 99.5 of Form 8-K for Forest Oil Corporation dated October 11, 1995 (File No. 0-4597).

- 4.19 - Amendment No. 2, dated as of June 25, 1998 to Rights Agreement, dated as of October 14, 1993, between Forest Oil Corporation and Mellon Securities Trust Company, incorporated herein by reference to Exhibit 99.1 to Form 8-K for Forest Oil Corporation, dated June 25, 1998 (File No. 001-13515).
- 4.20 - Amendment No. 3, dated as of September 1, 1998 to Rights Agreement, dated as of October 14, 1993, between Forest Oil Corporation and Mellon Securities Trust Company, incorporated herein by reference to Exhibit 4.13 to Forest Oil Corporation Registration Statement on Form S-4, dated November 6, 2000 (File No. 333-49376).
- 4.21 - Amendment No. 4, dated as of July 10, 2000, to Rights Agreement, dated as of October 14, 1993, between Forest Oil Corporation and Mellon Securities Trust Company, incorporated herein by reference to Exhibit 4.14 to Forest Oil Corporation Registration Statement on Form S-4, dated November 6, 2000 (File No. 333-49376).
- 4.22 - Registration Rights Agreement, dated as of July 10, 2000, by and between Forest Oil Corporation and the others signatories thereto, incorporated herein by reference to Exhibit 4.15 to Forest Oil Corporation Registration Statement on Form S-4, dated November 6, 2000 (File No. 333-49376).
- 4.23 - Credit Agreement, dated as of October 10, 2000, among Forest Oil Corporation, the lenders party thereto, Bank of America, N.A., as U.S. Syndication Agent, Citibank, N.A., as U.S. Documentation Agent, and The Chase Manhattan Bank, as Global Administrative Agent, incorporated herein by reference to Exhibit 4.12 to Form 10-K for Forest Oil Corporation for the year ended December 31, 2000 (File No. 001-13515).

II-2

Exhibit
No.

Exhibit

- 4.24 - Mortgage, Deed of Trust, Assignment, Security Agreement, Financing Statement and Fixture Filing from Forest Oil Corporation to Robert C. Mertensotto, trustee, and Gregory P. Williams, trustee (Utah), and The Chase Manhattan Bank, as Global Administrative Agent, dated as of December 7, 2000, incorporated herein by reference to Exhibit 4.13 to Form 10-K for Forest Oil Corporation for the year ended December 31, 2000 (File No. 001-13515).
- 4.25 - Canadian Credit Agreement, dated as of October 10, 2000, among Canadian Forest Oil Ltd., the subsidiary borrowers from time to time parties thereto, the lenders party thereto, Bank of Montreal, as Canadian Syndication Agent, The Toronto-Dominion Bank, as Canadian Documentation Agent, The Chase Manhattan Bank of Canada,

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as Canadian Administrative Agent, and The Chase Manhattan Bank, as Global Administrative Agent, incorporated herein by reference to Exhibit 4.14 to Form 10-K for Forest Oil Corporation for the year ended December 31, 2000 (File No. 001-13515).

- 4.26 - First Amendment to Combined Credit Agreement dated as of May 24, 2001, by and between Forest Oil Corporation, Canadian Forest Oil Ltd., each of the lenders that is a party thereto, Bank of America, N.A., as U.S. Syndication Agent, Citibank N.A., as U.S. Documentation Agent, The Chase Manhattan Bank of Canada, as Canadian Administrative Agent, Bank of Montreal, as Canadian Syndication Agent, The Toronto-Dominion Bank, as Canadian Documentation Agent, and The Chase Manhattan Bank, as Global Administrative Agent, incorporated herein by reference to Exhibit 4.1 to Form 10-Q for Forest Oil Corporation for the quarter ended June 30, 2001 (File No. 001-13515).
- 4.27 - Indenture dated as of June 21, 2001 between Forest Oil Corporation and State Street Bank and Trust Company, as Trustee, incorporated herein by reference to Exhibit 4.2 to Form 10-Q for Forest Oil Corporation for the quarter ended June 30, 2001 (File No. 001-13515).
- ***5.1 - Opinion of Vinson & Elkins L.L.P.
- **12.1 - Statement Regarding Computation of Ratios
- ***23.1 - Consent of KPMG LLP.
- ***23.2 - Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1).
- ***24.1 - Powers of Attorney (included on the original signature pages hereof).
- *25.1 - Form T-1 Statement of Eligibility of Trustee under the Senior Indenture.
- *25.2 - Form T-1 Statement of Eligibility of Trustee under the Subordinated Indenture.
- 25.3 - Statement of Eligibility on Form T-1 of State Street Bank and Trust Company, incorporated herein by reference to Exhibit 25.1 to the Company's Registration Statement on Form S-4 (File No. 333-67970)

* The Company will file as an exhibit to a Current Report on Form 8-K or by post-effective amendment (i) any form of Debt Securities, Securities Warrant Agreement or Securities Warrants, and any Preferred Stock certificate or certificate of designations, (ii) any form of underwriting agreement to be used in connection with an offering of securities, (iii) any opinions of Vinson & Elkins L.L.P. not previously filed and (iv) any statement of eligibility of a trustee in connection with an offering of Debt Securities.

** Filed herewith.

*** Previously filed with this Registration Statement on Form S-3 on April 20, 2000.

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Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on October 16, 2001.

FOREST OIL CORPORATION

By: /s/ Joan C. Sonnen

Joan C. Sonnen
Vice President - Controller,
Chief Accounting Officer and
Assistant Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated.

SIGNATURE -----	TITLE -----	DATE ----
/s/ Robert S. Boswell* ----- Robert S. Boswell	Chairman and Chief Executive Officer (Principal Executive Officer)	October 16, 2001
/s/ David H. Keyte* ----- David H. Keyte	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	October 16, 2001
/s/ Joan C. Sonnen ----- Joan C. Sonnen	Vice President - Controller, Chief Accounting Officer and Assistant Secretary (Principal Accounting Officer)	October 16, 2001
/s/ Philip F. Anschutz* ----- Philip F. Anschutz	Director	October 16, 2001
/s/ William L. Britton* ----- William L. Britton	Director	October 16, 2001
/s/ Cortlandt S. Dietler* ----- Cortlandt S. Dietler	Director	October 16, 2001
/s/ Dod A. Fraser* ----- Dod A. Fraser	Director	October 16, 2001
/s/ Cannon Y. Harvey* ----- Cannon Y. Harvey	Director	October 16, 2001

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----- Forrest E. Hoglund	Director	
----- Stephen A. Kaplan	Director	
/s/ James H. Lee* ----- James H. Lee	Director	October 16, 2001
/s/ Craig D. Slater* ----- Craig D. Slater	Director	October 16, 2001
/s/ Michael B. Yanney* ----- Michael B. Yanney	Director	October 16, 2001

* By Joan C. Sonnen as attorney-in-fact pursuant to a power of attorney previously filed as exhibit 24.1 to this registration statement.

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- ***4.3 - Form of Senior Debt Securities (included in Exhibit 4.1).
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** Filed herewith.

*** Previously filed with this Registration Statement on Form S-3 on April 20, 2000.