

FORDING CANADIAN COAL TRUST
Form SC 13D/A
April 05, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Fording Canadian Coal Trust

(Name of Issuer)

Units
(Title of Class of Securities)

345425102
(CUSIP Number)

Roger Barton
5650 Yonge Street, 5th Floor
Toronto, Ontario M2M 4H5
(416) 730-5321

Jeffrey D. Karpf
Cleary, Gottlieb, Steen & Hamilton
One Liberty Plaza
New York, NY 10006
(212) 225-2000

(Name, Address and Telephone Number of Persons Authorized to
Receive Notices and Communications)

April 5, 2005
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Ontario Teachers' Pension Plan Board
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
Not Applicable
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Ontario, Canada
- | | | |
|--|----|---|
| | 7 | SOLE VOTING POWER 0 See Item 5. |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER 10,624,102 See Item 5. |
| | 9 | SOLE DISPOSITIVE POWER 0 See Item 5. |
| | 10 | SHARED DISPOSITIVE POWER 10,624,102 See Item 5. |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,624,102
See Item 5.
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
21.7%
See Item 5.
- 14 TYPE OF REPORTING PERSON
EP

CUSIP No. 345425102

13D/A

Page 3 of 16 Pages

- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Golden Apple Income Inc.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

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3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Ontario, Canada

7 SOLE VOTING POWER
0
See Item 5.

NUMBER OF SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON
WITH

8 SHARED VOTING POWER
10,624,102
See Item 5.

9 SOLE DISPOSITIVE POWER
0
See Item 5.

10 SHARED DISPOSITIVE POWER
10,624,102
See Item 5.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,624,102
See Item 5.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
21.7%
See Item 5.

14 TYPE OF REPORTING PERSON
CO

Pursuant to Rule 13d-2(a) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934 (the "Act"), Ontario Teachers' Pension Plan Board ("Teachers") and Golden Apple Income Inc. ("Golden Apple") hereby make this statement (this "Statement") to amend their Schedule 13D dated March 10, 2003 as amended by Amendment No. 1 dated October 20, 2003, by Amendment No. 2 dated April 19, 2004, by Amendment No. 3 dated December 16, 2004 and by Amendment No. 4 dated February 18, 2005 (as amended, the "Schedule 13D") relating to the units (the "Units") of Fording Canadian Coal Trust (the "Trust"). Unless otherwise indicated, all capitalized terms used herein shall have the same meaning respectively ascribed to them in the Schedule 13D.

Item 2. Identity and Background.

Item 2 is hereby amended and restated in its entirety by the following:

(a) This Statement is being filed by Teachers and Golden Apple.

(b) - (c) Teachers is an Ontario, Canada corporation, the principal business of

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which is the administration of a pension plan and management of a pension fund for Ontario teachers. The principal office and business address of Teachers is 5650 Yonge Street, 5th Floor, Toronto, Ontario M2M 4H5.

Golden Apple is an Ontario, Canada corporation, the principal business of which is to make investments that are authorized for pension plans under the laws of the Province of Ontario, Canada. The principal office and business address of Golden Apple is 5650 Yonge Street, 5th Floor, Toronto, Ontario M2M 4H5. Golden Apple is a wholly-owned subsidiary of Teachers.

The name, residence or business address, and present principal occupation or employment of each director, executive officer and controlling person of Teachers and Golden Apple is set forth on Schedules A and B attached hereto, respectively, and is incorporated herein by reference.

(d) Neither Teachers or Golden Apple nor, to the best of Teachers' or Golden Apple's knowledge, any of the entities or persons identified in this Item 2 and Schedules A and B has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) Neither Teachers or Golden Apple nor, to the best of Teachers' or Golden Apple's knowledge, any of the entities or persons identified in this Item 2 and Schedules A and B has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of the directors and the executive officers of Teachers and Golden Apple listed on Schedules A and B is a citizen of Canada.

Item 5. Interest in Securities of the Issuer.

Item 5(a) - (b) is hereby amended and restated in its entirety by the following:

(a) - (b) As of the date of this Statement, Golden Apple directly beneficially owns 10,624,102 Units, representing approximately 21.7% of the Units outstanding. The total number of outstanding Units is 48,988,818, based on information provided by the Trust. Golden Apple, as a wholly-owned subsidiary of Teachers, may be deemed to share voting and dispositive power with Teachers with respect to all of the Units it beneficially owns.

As of the date of this Statement, Teachers may be deemed to indirectly beneficially own (and to share voting and dispositive power with respect to) all of the Units beneficially owned by its wholly-owned subsidiary Golden Apple, or 10,624,102 Units, representing approximately 21.7% of the Units outstanding.

As of the date of this Statement, Robert Bertram, Executive Vice President, Investments of Teachers, as well as President and Director of Golden Apple ("Mr. Bertram"), beneficially owns 83 Units. Teachers and Golden Apple disclaim beneficial ownership of any securities of the Trust beneficially owned by Mr. Bertram. Mr. Bertram disclaims beneficial ownership of any securities of the Trust beneficially owned by Teachers and Golden Apple.

As of the date of this Statement, Rosemarie McClean, Senior Vice President, Member Services of Teachers ("Ms. McClean"), beneficially owns 500 Units. Teachers and Golden Apple disclaim beneficial ownership of any securities of the Trust beneficially owned by Ms. McClean. Ms. McClean disclaims beneficial ownership of any securities of the Trust beneficially owned by Teachers and Golden Apple.

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Except as described above, none of Teachers or Golden Apple nor, to the best of Teachers' and Golden Apple's knowledge, any of the persons listed in Schedules A and B, beneficially owns any Units.

Item 5(c) is hereby amended and restated in its entirety by the following:

(c) Neither Teachers or Golden Apple nor, to the best of Teachers' or Golden Apple's knowledge, any of the persons listed in Schedules A and B, effected any transactions with respect to the Units in the past sixty days other than the following transactions effected on either the Toronto Stock Exchange (the "TSX") or the New York Stock Exchange (the "NYSE"):

By Golden Apple

See Schedule C.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: April 5, 2005

ONTARIO TEACHERS' PENSION PLAN
BOARD, an Ontario, Canada corporation

By: /s/ Roger Barton

Name: Roger Barton
Title: Vice President,
General Counsel & Secretary

GOLDEN APPLE INCOME INC.,
an Ontario, Canada corporation

By: /s/ Roger Barton

Name: Roger Barton
Title: Director & Secretary

SCHEDULE A

Directors, Executive Officers and Controlling Persons of Teachers.

| Name | Residence or Business Address | Principal Occupa |
|----------------|-------------------------------|------------------|
| Robin Korthals | Royal Trust Tower | Chair, Teachers |

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| | | |
|--------------------------------|--|---|
| (Chairperson) | Toronto Dominion Centre 77 King Street West, Suite 4545 Toronto, ON M5K 1K2 | |
| J. Douglas Grant (Director) | 257 Rosedale Heights Drive Toronto, ON M4T 1C7 | Chairperson, Scep Counsel Limited |
| Ralph Lean, Q.C. (Director) | Cassels Brock & Blackwell 40 King Street West, Suite 2200 Toronto, ON M5H 3C2 | Corporate & Comme |
| Guy Matte (Director) | 7083 Notre-Dame Orleans, ON K1C 1J1 | Former Executive Association des e enseignants franco |
| Eileen Mercier (Director) | Finvoy Management Inc. 77 Strathallan Blvd. Toronto, ON M5N 1S8 | President |
| Thomas O'Neill (Director) | 33 Geraldine Court Don Mills, ON M3A 1N2 | Former Chairperso |
| Gary Porter (Director) | 820-439 University Ave. Toronto, ON M5G 1Y8 | Self-employed cha |
| Carol Stephenson (Director) | University of Western Ontario 1151 Richmond St. N. London, ON N6A 3K7 | Dean, Richard Ives |
| Roger Barton | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President, G Secretary of Teac |
| Robert Bertram | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Executive Vice-Pr Investments of Te |
| John Brennan | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President, H Public Affairs of |
| Russ Bruch | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President, I Chief Investment |
| Bruce Ford | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President In Indices & Foreign Teachers |
| Zev Frishman | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President, S Portfolios & Exte Teachers |
| Brian Gibson | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Senior Vice-Presi Equities of Teach |
| Wayne Kozun | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President, T of Teachers |
| Claude Lamoureux | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | President and Chi Officer of Teache |
| Jim Leech | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Senior Vice-Presi Private Capital o |

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|-------------------|---|---|
| Ron Lepin | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President In Teachers |
| Mark MacDonald | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President, T Capital of Teache |
| Peter Maher | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President Au Teachers |
| Morgan McCague | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Senior Vice-Presi Risk of Teachers |
| Rosemarie McClean | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Senior Vice-Presi Teachers |
| David McGraw | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President Fi |
| Dean Metcalf | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President, T Capital of Teache |
| Ron Mock | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President AL Investments of Te |
| Phil Nichols | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President In of Teachers |
| Neil Petroff | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Senior Vice-Presi Allocation & Alte of Teachers |
| Sean Register | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Senior Vice-Presi of Teachers |
| Lee Sienna | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President, T Capital of Teache |
| Mark Wiseman | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President Fu Co-Investments of |
| Rosemary Zigrossi | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President Ve Teachers |
| Barb Zvan | 5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5 | Vice-President, A of Teachers |

SCHEDULE B

Directors, Executive Officers and Controlling Persons of Golden Apple.

| Name | Residence or Business Address | Principal Occupation or Employment |
|--|----------------------------------|--|
| Robert Bertram (Director & President) | 5650 Yonge Street 5th Floor | Executive Vice President, Investments of Teachers |

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| | | |
|---|---|---|
| | Toronto, Ontario M2M 4H5 | |
| Roger Barton (Director & Secretary) | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Vice President, General Counsel and Secretary of Teachers |
| Morgan McCague (Director & Vice President) | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Senior Vice President, Asset Mix and Risk of Teachers |
| Claude Lamoureux (Vice President) | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | President and Chief Executive Officer of Teachers |

SCHEDULE C

Transactions with respect to the Units in the past sixty days by Golden Apple.

| Date of Transaction | Number of Units | Purchase (P) or Sale (S) | Price per Unit Net of Comm | Currency | Transaction Effected Through |
|------------------------|--------------------|-----------------------------|----------------------------------|----------|------------------------------------|
| 18-Feb-05 | 14,500 | S | \$ 106.97 | CAD | TSX |
| 22-Feb-05 | 6,400 | S | \$ 107.12 | CAD | TSX |
| 22-Feb-05 | 5,000 | S | \$ 106.97 | CAD | TSX |
| 23-Feb-05 | 10,000 | S | \$ 86.73 | USD | NYSE |
| 23-Feb-05 | 800 | S | \$ 107.27 | CAD | TSX |
| 23-Feb-05 | 9,200 | S | \$ 107.17 | CAD | TSX |
| 23-Feb-05 | 5,000 | S | \$ 107.14 | CAD | TSX |
| 23-Feb-05 | 2,900 | S | \$ 107.02 | CAD | TSX |
| 23-Feb-05 | 15,100 | S | \$ 106.97 | CAD | TSX |
| 23-Feb-05 | 25,000 | S | \$ 106.87 | CAD | TSX |
| 23-Feb-05 | 50,000 | S | \$ 106.77 | CAD | TSX |
| 23-Feb-05 | 3,800 | S | \$ 106.60 | CAD | TSX |
| 23-Feb-05 | 700 | S | \$ 106.54 | CAD | TSX |
| 23-Feb-05 | 25,100 | S | \$ 106.47 | CAD | TSX |
| 24-Feb-05 | 2,500 | S | \$ 107.22 | CAD | TSX |
| 24-Feb-05 | 300 | S | \$ 107.04 | CAD | TSX |

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|-----------|---------|---|----|--------|-----|-----|
| 24-Feb-05 | 1,700 | S | \$ | 107.03 | CAD | TSX |
| 24-Feb-05 | 7,500 | S | \$ | 106.97 | CAD | TSX |
| 24-Feb-05 | 2,000 | S | \$ | 106.77 | CAD | TSX |
| 24-Feb-05 | 500 | S | \$ | 106.72 | CAD | TSX |
| 24-Feb-05 | 2,000 | S | \$ | 106.57 | CAD | TSX |
| 24-Feb-05 | 4,000 | S | \$ | 106.47 | CAD | TSX |
| 24-Feb-05 | 200 | S | \$ | 106.37 | CAD | TSX |
| 24-Feb-05 | 1,400 | S | \$ | 106.27 | CAD | TSX |
| 24-Feb-05 | 3,000 | S | \$ | 106.17 | CAD | TSX |
| 24-Feb-05 | 2,000 | S | \$ | 106.07 | CAD | TSX |
| 24-Feb-05 | 1,300 | S | \$ | 105.97 | CAD | TSX |
| 4-Apr-05 | 141,000 | S | \$ | 109.97 | CAD | TSX |
| 4-Apr-05 | 34,800 | S | \$ | 110.81 | CAD | TSX |
| 4-Apr-05 | 50,500 | S | \$ | 109.97 | CAD | TSX |
| 4-Apr-05 | 62,100 | S | \$ | 110.00 | CAD | TSX |
| 4-Apr-05 | 22,600 | S | \$ | 111.69 | CAD | TSX |
| 4-Apr-05 | 57,900 | S | \$ | 112.32 | CAD | TSX |
| 5-Apr-05 | 2,000 | S | \$ | 115.11 | CAD | TSX |
| 5-Apr-05 | 2,000 | S | \$ | 114.97 | CAD | TSX |
| 5-Apr-05 | 3,500 | S | \$ | 114.77 | CAD | TSX |
| 5-Apr-05 | 1,500 | S | \$ | 114.75 | CAD | TSX |
| 5-Apr-05 | 2,000 | S | \$ | 114.70 | CAD | TSX |
| 5-Apr-05 | 2,000 | S | \$ | 114.67 | CAD | TSX |
| 5-Apr-05 | 300 | S | \$ | 114.54 | CAD | TSX |
| 5-Apr-05 | 4,000 | S | \$ | 114.53 | CAD | TSX |
| 5-Apr-05 | 2,000 | S | \$ | 114.42 | CAD | TSX |
| 5-Apr-05 | 800 | S | \$ | 114.23 | CAD | TSX |
| 5-Apr-05 | 361,000 | S | \$ | 114.22 | CAD | TSX |
| | ----- | | | | | |
| | 951,900 | | | | | |
| | ===== | | | | | |