

FORDING CANADIAN COAL TRUST

Form SC 13D/A

February 02, 2006

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D/A**

Under the Securities Exchange Act of 1934

(Amendment No. 9)\*

**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 LLP

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One Liberty Plaza

New York, NY 10006

(212) 225-2000

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

February 1, 2006

(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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CUSIP No. 345425102

13D/A

Page 2 of 16 Pages

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)

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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  
21,178,306  
See Item 5.
- 9 SOLE DISPOSITIVE POWER  
0  
See Item 5.
- 10 SHARED DISPOSITIVE POWER  
21,178,306  
See Item 5.
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
21,178,306  
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)  
14.4%  
See Item 5.
- 14 TYPE OF REPORTING PERSON  
EP

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CUSIP No. 345425102

13D/A

Page 3 of 16 Pages

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

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See Item 5.
- 14 TYPE OF REPORTING PERSON  
CO



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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, by Amendment No. 4 dated February 18, 2005, by Amendment No. 5 dated April 5, 2005, by Amendment No. 6 dated May 16, 2005, by Amendment No. 7 dated June 20, 2005 and by Amendment No. 8 dated September 21, 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 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 21,178,306 Units, representing approximately 14.4% of the Units outstanding. The total number of outstanding Units is 146,990,973, 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 21,178,306 Units, representing approximately 14.4% 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 249 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 700 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.

As of the date of this Statement, Helen Kearns, Director of Teachers ( Ms. Kearns ), beneficially owns 357 Units. Teachers and Golden Apple disclaim beneficial ownership of any securities of the Trust beneficially owned by Ms. Kearns. Ms. Kearns disclaims beneficial ownership of any securities of the Trust beneficially owned by Teachers and Golden Apple.

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 Ms. McClean

Date of Transaction	Number of Units	Purchase (P) or Sale (S)	Price Per Unit	Price per Unit Net of Comm	Currency	Transaction Effected Through
27-Jan-06	800	S	47.61	47.59	CAD	TSX

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: February 2, 2006

**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/ Robert Bertram

Name : Robert Bertram

Title: Director and President

## SCHEDULE A

## Directors, Executive Officers and Controlling Persons of Teachers.

Name	Residence or Business Address	Principal Occupation or Employment
Robin Korthals (Chairperson)	Royal Trust Tower Toronto Dominion Centre 77 King Street West, Suite 4545 Toronto, ON M5K 1K2	Chair, Teachers
Helen Kearns (Director)	71 Hudson Drive Toronto, ON M4T 2K2	President and CEO, Kearns Capital
J. Douglas Grant (Director)	257 Rosedale Heights Drive Toronto, ON M4T 1C7	Chairperson, Sceptre Investment Counsel Limited
Guy Matte (Director)	7083 Notre-Dame Orleans, ON K1C 1J1	Former Executive Director of Association des enseignants enseignants franco-ontariens
Eileen Mercier (Director)	Finvoy Management Inc. 77 Strathallan Blvd. Toronto, ON M5N 1S8	President, Finvoy Management
Thomas O'Neill (Director)	33 Geraldine Court Don Mills, ON M3A 1N2	Former Chairperson, PwC Canada
Raymond Koskie (Director)	161 Beechwood Ave. Toronto, ON M2L 1J9	Founding Partner, Koskie Matuszewska
Carol Stephenson (Director)	University of Western Ontario 1151 Richmond St. N. London, ON N6A 3K7	Dean, Richard Ivey School of Business
Roger Barton	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, General Counsel Secretary of Teachers
Robert Bertram	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Executive Vice-President, Investments of Teachers
John Brennan	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Human Resources Public Affairs of Teachers
Russ Bruch	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Investment Chief Information Officer of Teachers
Zev Frishman	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Structured Portfolios & External Management Teachers
Brian Gibson	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Senior Vice-President, Public Equities of Teachers
Wayne Kozun	5650 Yonge Street, 5th Floor	Vice-President, Tactical Asset Allocation

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	Toronto, ON M2M 4H5	of Teachers
Claude Lamoureux	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	President and Chief Executive Officer of Teachers
Jim Leech	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Senior Vice-President, Teachers' Private Capital of Teachers
Ron Lepin	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President Infrastructure of Teachers
Peter Maher	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President Audit Services of Teachers
Rosemarie McClean	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Senior Vice-President Member Service Teachers
David McGraw	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President & Chief Financial Off of Teachers
Dean Metcalf	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Teachers' Private Capital of Teachers
Ron Mock	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President Alternative Investments of Teachers
Phil Nichols	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President Information Services of Teachers
Neil Petroff	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Senior Vice-President, Tactical Asse & Alternative Investments of Teacher
Sean Rogister	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Senior Vice-President Fixed Income of Teachers
Lee Sienna	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice President, Teachers' Private Capital of Teachers
Rosemary Zigrossi	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President Venture Capital of Teachers
Barb Zvan	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Asset Mix & Risk of Teachers
Dan Houle	5650 Yonge Street, 5th Floor Toronto, ON M2M 4H5	Vice-President, Business Solutions I of Teachers

**SCHEDULE B****Directors, Executive Officers and Controlling Persons of Golden Apple.**

Name	Residence or Business Address	Principal Occupation or Employment
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Robert Bertram (Director & President)	5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5	Executive Vice President, Investments of Teachers
Roger Barton (Director & Secretary)	5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5	Vice President, General Counsel and Secretary of Teachers
Brian Gibson (Director & Vice President)	5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5	Senior Vice President, Public Equities 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	Price per Unit Net of Comm	Currency	Transaction Effectuated Through
1-Feb-06	1,000	S	45.06	45.03	CAD	TSX
1-Feb-06	500	S	45.08	45.05	CAD	TSX
1-Feb-06	200	S	45.16	45.13	CAD	TSX
1-Feb-06	13,200	S	45.01	44.98	CAD	TSX
1-Feb-06	200	S	45.17	45.14	CAD	TSX
1-Feb-06	800	S	45.23	45.20	CAD	TSX
1-Feb-06	100	S	45.40	45.37	CAD	TSX

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1-Feb-06	100	S	45.44	45.41	CAD	TSX
1-Feb-06	2,300	S	45.21	45.18	CAD	TSX
1-Feb-06	500	S	45.45	45.42	CAD	TSX
1-Feb-06	200	S	45.62	45.59	CAD	TSX
1-Feb-06	100	S	45.64	45.61	CAD	TSX
1-Feb-06	100	S	45.65	45.62	CAD	TSX
1-Feb-06	15,100	S	45.60	45.57	CAD	TSX
1-Feb-06	2,500	S	45.70	45.67	CAD	TSX
1-Feb-06	700	S	45.72	45.69	CAD	TSX
1-Feb-06	1,600	S	45.75	45.72	CAD	TSX
1-Feb-06	100	S	45.77	45.74	CAD	TSX
1-Feb-06	1,000	S	45.71	45.68	CAD	TSX
1-Feb-06	200	S	45.80	45.77	CAD	TSX
1-Feb-06	1,200	S	45.92	45.89	CAD	TSX
1-Feb-06	1,100	S	45.93	45.90	CAD	TSX
1-Feb-06	5,600	S	45.90	45.87	CAD	TSX
1-Feb-06	500	S	45.94	45.91	CAD	TSX
1-Feb-06	4,450,000	S	45.00	44.97	CAD	TSX
1-Feb-06	800	S	45.01	44.98	CAD	TSX
1-Feb-06	300	S	45.90	45.87	CAD	TSX

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 4,500,000  
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