

FORDING CANADIAN COAL TRUST
Form SC 13D/A
April 19, 2004

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

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 16, 2004
(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 Sections 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 Section 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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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 12,974,102 See Item 5. |
| | 9 | SOLE DISPOSITIVE POWER 0 See Item 5. |
| | 10 | SHARED DISPOSITIVE POWER 12,974,102 See Item 5. |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,974,102
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)
26.5%
See Item 5.
- 14 TYPE OF REPORTING PERSON
EP

CUSIP No. 345425102

13D/A

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- 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
12,974,102
See Item 5.

9 SOLE DISPOSITIVE POWER
0
See Item 5.

10 SHARED DISPOSITIVE POWER
12,974,102
See Item 5.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12,974,102
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)
26.5%
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") hereby makes this statement (this "Statement") to amend its Schedule 13D dated March 10, 2003 as amended by Amendment No. 1, dated October 20, 2003 (as amended, the "Schedule 13D") relating to the units ("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(b) - (c) is hereby amended by replacing the last paragraph with the following:

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 in Schedules A and B hereto, respectively, and is incorporated herein by reference.

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Item 5. Interest in Securities of the Issuer.

Item 5(a) - (b) is hereby amended by replacing the first and second paragraphs with the following:

(a) - (b) As of the date of this Statement, Golden Apple directly beneficially owns 12,974,102 Units, representing approximately 26.5% of the Units outstanding. The Trust issued two million new Units in Canada on April 16, 2004. Based on information provided by the Trust, the total number of outstanding Units is now 48,964,299 Units. 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 12,974,102 Units, representing approximately 26.5% of the Units outstanding.

Item 5(a) - (b) is hereby further amended by replacing the last paragraph with the following:

As of the date of this Statement, Rosemarie McClean, Vice President, Member Services of Teachers ("Ms. McClean"), beneficially owns 900 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.

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:

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, has effected any transactions in the Units in the past sixty days.

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 19, 2004

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

By: /s/ Robert Bertram

Name: Robert Bertram
Title: Executive Vice President,
Investments

GOLDEN APPLE INCOME INC.,

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an Ontario, Canada corporation

By: /s/ Robert Bertram

Name: Robert Bertram

Title: Director & President

SCHEDULE A

Executive Officers, Controlling Persons and Directors of Teachers, each of whom is a citizen of Canada.

| Name ----- | Residence or Business Address ----- | Principal Occupation or Employment ----- |
|------------------------------------|--|---|
| Claude Lamoureux | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | President and Chief Executive Officer of Teachers |
| Robin Korthals (Chairperson) | Royal Trust Tower Toronto Dominion Centre 77 King Street West Suite 4545 Toronto, Ontario M5K 1K2 | Chair |
| Ann Finlayson (Director) | 40 Ruden Crescent Toronto, Ontario M3A 3H3 | Self-employed journalist, speaker, freelance editor and consultant |
| Lucy Greene (Director) | 1736 Caughey Lane Penetang, Ontario L9M 1X4 | Retired Human Resources Executive for Sun Life Assurance Company of Canada |
| Gary Porter (Director) | 820-439 University Ave Toronto, Ontario M5G 1Y8 | Self-employed Chartered Accountant |
| Ralph Lean, Q.C. (Director) | Cassels Brock & Blackwell 40 King Street West, Suite 2200 Toronto, Ontario M5H 3C2 | Corporate & Commercial Lawyer |
| John S. Lane, C.F.A. (Director) | 77 Dawlish Avenue Toronto, Ontario M4N 1H2 | Retired Senior Vice President, Investments Sun Life Assurance Company of Canada |
| Guy Matte (Director) | 7083 Notre-Dame Orleans, Ontario K1C 1J1 | Former Executive Director of the s enseignantes et des enseignants fr |
| J. Douglas Grant (Director) | 257 Rosedale Heights Drive Toronto, Ontario M4T 1C7 | Chairperson, Sceptre Investment Co |
| Thomas O'Neill (Director) | 33 Geraldine Court Don Mills, Ontario | Former Chairperson, PwC Consulting |

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|-------------------|---|--|
| Robert Bertram | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Executive Vice President, Investments of Teachers |
| John Brennan | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Vice President, Human Resources and Public Affairs of Teachers |
| Andrew Jones | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Vice President, Finance of Teachers |
| Peter Maher | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Vice President, Audit Services of |
| Roger Barton | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Vice President, General Counsel and of Teachers |
| Rosemarie McClean | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Vice President, Member Services of |
| Morgan McCague | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Senior Vice President, Quantitative Investments of Teachers |
| Marcus Dancer | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Vice President, Quantitative Investments of Teachers |
| Neil Petroff | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Senior Vice President, Fixed Income, International Equiti Foreign Exchange of Teachers |
| Brian Gibson | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Senior Vice President, Active Equi Teachers |
| Dean Metcalf | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Vice President, Merchant Banking of Teachers |
| Leo de Bever | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Senior Vice President, Research & Economics of Teachers |

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| | | |
|-------------------|---|--|
| Russ Bruch | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Vice President, Investment Operati Information Officer of Teachers |
| Phil Nichols | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Vice President, MIS Member Services of Teachers |
| Sean Register | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Vice President, Fixed Income of Te |
| Barbara Zvan | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Vice President, Asset Mix & Risk M Research & Economics of Teachers |
| Wayne Kozun | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Vice President, TAA & Real Return, Economics of Teachers |
| Bruce Ford | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Vice President, International Equity Indices & Foreign Exchange |
| Jim Leech | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Senior Vice President, Merchant Ba Teachers |
| Mark MacDonald | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Vice President, Merchant Banking o |
| Ron Mock | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Vice President, Alternative Invest Teachers |
| Lee Sienna | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Vice President, Merchant Banking o |
| Zev Frishman | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Vice President, International Equi Teachers |
| Rosemary Zigrossi | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Vice President, Venture Capital of |
| Ron Lepin | 5650 Yonge Street 5th Floor | Vice President, Infrastructure of |

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Toronto, Ontario
M2M 4H5

SCHEDULE B

Executive Officers, Controlling Persons and Directors of Golden Apple, each of whom is a citizen of Canada.

| Name ----- | Residence or Business Address ----- | Principal Occupation or Employment ----- |
|---|---|---|
| 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 |
| Morgan McCague (Director & Vice President) | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | Senior Vice President, Quantitative Investments of Teachers |
| Claude Lamoureux (Vice President) | 5650 Yonge Street 5th Floor Toronto, Ontario M2M 4H5 | President and Chief Executive Officer of Teachers |