

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).

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

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) [X]

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- 3 SEC USE ONLY
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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 et 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 Mattern |
| 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 |
|---|---|---|
| ---- | ----- | ----- |
| 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 |

 4,500,000
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