

Edgar Filing: FORDING INC - Form 425

FORDING INC
Form 425
December 20, 2002

Filed by Sherritt Coal Acquisition Inc.
Filed pursuant to Rules 165 and 425 promulgated
under the Securities Act of 1933, as amended
Subject Company: Fording Inc.
Subject company's Commission File No: 1-15230

ATTENTION SHAREHOLDERS OF FORDING INC.:

SHERRITT AND TEACHERS'
SUPERIOR OFFER DELIVERS YOU

MORE CASH TODAY
 MORE VALUE TOMORROW

SHERRITT AND TEACHERS'* OFFER -----	/X/	FORDING-TECK PLAN OF ARRANGEMENTS -----
MORE CASH	/X/	/ /
o C\$35 per share		o C\$34 per share
o C\$17.63 per share at maximum cash proration		o C\$15.60 per share at maximum cash proration
MORE SYNERGIES	/X/	/ /
o C\$50 million of COST SAVINGS, driven by: - Closer geographical proximity of mines - Lower port costs from Neptune Terminals - Potential mineral tax savings		o C\$50 million of cost savings
o Additional MARKETING AND COAL blending synergies		
LESS DEBT	/X/	/ /
o Debt approximately C\$300 million excluding working capital		o Debt approximately C\$425 million excluding working capital
o Approximately 1.1x pro forma annualized EBITDA		o Approximately 2.0x pro forma annualized EBITDA
MORE CERTAIN CASH DISTRIBUTIONS	/X/	/ /
o Subordination supports cash distribution to the extent of C\$1.05 per unit per quarter in 2003 (to a maximum C\$11.25 million per quarter)		o Target distribution of C\$1.05 per unit per quarter of 2003
o Subordination provides significant downside protection		o No subordination

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/X/

PRESERVES
SHAREHOLDER
VALUE

- o No dilutive conversion rights for Partners
- o Management incentive plan will not increase costs at Trust
- o Administrative costs capped at Fording's current levels
- o No currency hedge exposure

- o Substantial dilution pos option
- o Generous option plan for units)
- o Administrative costs exp million from current lev
- o Significant currency hed of C\$65 million for the 30, 2002

/X/

SUPERIOR
GOVERNANCE

- o All trustees and the majority of board members are independent of Sherritt and Teachers'

- o Teck and Westshore appoi and board members

WE URGE YOU TO VOTE AGAINST THE FORDING-TECK PROPOSED PLAN OF ARRANGEMENT

TIME IS SHORT! IT IS IMPORTANT THAT YOUR VOTE IS RECEIVED IN TIME TO BE REPRESENTED AT THE FORDING JANUARY 3, 2003 SPECIAL MEETING. WE URGE YOU TO VOTE AGAINST FORDING-TECK'S PLAN OF ARRANGEMENT TODAY TO PRESERVE YOUR OPPORTUNITY TO RECEIVE GREATER VALUE FROM SHERRITT AND TEACHERS' SUPERIOR OFFER. SIGN, DATE AND RETURN THE YELLOW PROXY CARD VOTING AGAINST FORDING-TECK'S PLAN OF ARRANGEMENT TODAY.

SHERRITT AND TEACHERS'* OFFER IS SCHEDULED TO EXPIRE AT 8:00 PM, TORONTO TIME, ON JANUARY 6, 2003 AND IS CONDITIONAL UPON FORDING-TECK'S PROPOSED PLAN OF ARRANGEMENT NOT BEING APPROVED AND FORDING'S SHAREHOLDERS TENDERING A MINIMUM OF 66-2/3% OF THE OUTSTANDING SHARES OF FORDING.

If you have any questions or require any assistance in executing or returning your proxy, please call our proxy solicitor:
 INNISFREE M&A INCORPORATED Toll-free at 1-877-750-5837 (English)
 Toll-free at 1-877-750-9499 (Francais) Call Collect at 1-212-750-5833 (Banks and Brokers)

*Sherritt International Corporation and Ontario Teachers' Pension Plan are making the offer through Sherritt Coal Partnership II, a partnership of subsidiaries of Sherritt and Teachers'.

NOTICE TO INVESTORS

IN CONNECTION WITH THE SHERRITT PROPOSAL, SHERRITT COAL ACQUISITION INC. (AN AFFILIATE OF SHERRITT COAL PARTNERSHIP II) FILED WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION A SCHEDULE 14D-1F/A, AND SHERRITT INTERNATIONAL CORPORATION AND CANADIAN COAL TRUST FILED A REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933, EACH CONTAINING AN OFFER AND CIRCULAR RELATING TO THE SHERRITT PROPOSAL. SECURITY HOLDERS ARE URGED TO READ THESE DOCUMENTS BECAUSE THEY CONTAIN IMPORTANT INFORMATION. COPIES OF THESE DOCUMENTS AS WELL AS RELATED SEC FILINGS MAY BE OBTAINED, FREE OF CHARGE, FROM THE SEC'S WEBSITE AT www.sec.gov

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AS WELL AS FROM SHERRITT COAL ACQUISITION INC. BY DIRECTING A REQUEST TO INVESTOR RELATIONS, 1133 YONGE STREET, TORONTO, ONTARIO, CANADA M4T 2Y7, TELEPHONE (416) 934-7655.

THIS ADVERTISEMENT CONTAINS FORWARD-LOOKING STATEMENTS. THESE FORWARD-LOOKING STATEMENTS ARE NOT BASED ON HISTORICAL FACTS, BUT RATHER ON CURRENT EXPECTATIONS AND PROJECTIONS ABOUT FUTURE EVENTS. THESE FORWARD-LOOKING STATEMENTS ARE SUBJECT TO RISKS AND UNCERTAINTIES. THESE RISKS AND UNCERTAINTIES COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THE FUTURE RESULTS EXPRESSED OR IMPLIED BY THE FORWARD-LOOKING STATEMENTS. THIS ADVERTISEMENT DOES NOT CONSTITUTE AN OFFER TO SELL SECURITIES IN ANY JURISDICTION.