

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

MOLSON COORS BREWING CO
Form SC 13D
February 22, 2005

SEC 1746 POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF
(11-02) INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND
UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

OMB APPROVAL

OMB Number: 3235-0145

Expires: December 31, 2005

Estimated average burden
hours per response. . . 11

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

SCHEDULE 13D

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

Molson Coors Brewing Company
(Name of Issuer)

Class A Common Stock, par value \$0.01 per share
(Title of Class of Securities)

60871R 10 0
(CUSIP Number)

Guy P. Lander, Esq.
Davies Ward Phillips & Vineberg LLP
625 Madison Avenue
New York, NY 10022
(212) 308-8866

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

February 9, 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 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

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

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. _____

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

Pentland Securities (1981) Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) |
(b) |

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

|

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

7. SOLE VOTING POWER

0

- NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
8. SHARED VOTING POWER

2,522,267

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

1,262,267

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,522,267

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

|

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

67%*

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC

* Using number in Item 11 divided by number of Class A Common Stock outstanding plus the total number of Class A Exchangeable Shares outstanding.

CUSIP NO. _____

1. NAMES OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

4280661 Canada Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

7. SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARED VOTING POWER

2,522,267

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

1,262,267

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,522,267

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

INSTRUCTIONS)

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

67%*

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

* Using number in Item 11 divided by number of Class A Common Stock outstanding plus the total number of Class A Exchangeable Shares outstanding.

CUSIP NO. _____

1. NAMES OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Lincolnshire Holdings Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) |X|

(b) |_ |

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) |_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

7. SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER

2,522,267

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

1,262,267

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,522,267

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

67%*

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC

* Using number in Item 11 divided by number of Class A Common Stock outstanding plus the total number of Class A Exchangeable Shares outstanding.

CUSIP NO. _____

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

Nooya Investments Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

7. SOLE VOTING POWER

-0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

8. SHARED VOTING POWER

2,522,267

9. SOLE DISPOSITIVE POWER

-0-

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

WITH -----
10. SHARED DISPOSITIVE POWER
1,262,267

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,522,267

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
67%*

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

* Using number in Item 11 divided by number of Class A Common Stock outstanding plus the total number of Class A Exchangeable Shares outstanding.

CUSIP No. _____

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

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS)
N/A

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Canada

7. SOLE VOTING POWER
0

NUMBER OF SHARES BENEFICIALLY 8. SHARED VOTING POWER
6,964

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

OWNED BY -----
EACH 9. SOLE DISPOSITIVE POWER
REPORTING PERSON 0
PERSON WITH -----
10. SHARED DISPOSITIVE POWER
6,964

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,964

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) |_

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2%*

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC

* Using number in Item 11 divided by number of Class A Common Stock outstanding plus the total number of Class A Exchangeable Shares outstanding.

CUSIP No. _____

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

DJS Holdings Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) |_
(b) |X|

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) |_

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

7. SOLE VOTING POWER

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8. SHARED VOTING POWER 7,720

9. SOLE DISPOSITIVE POWER 0

10. SHARED DISPOSITIVE POWER 7,720

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,720

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2%*

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC

* Using number in Item 11 divided by number of Class A Common Stock outstanding plus the total number of Class A Exchangeable Shares outstanding.

CUSIP No. _____

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

Trust u/w/o Thomas Henry Pentland Molson

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

Canada

7. SOLE VOTING POWER
-0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8. SHARED VOTING POWER
14,684

9. SOLE DISPOSITIVE POWER
-0-

10. SHARED DISPOSITIVE POWER
14,684

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,684

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.4%*

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

* Using number in Item 11 divided by number of Class A Common Stock outstanding plus the total number of Class A Exchangeable Shares outstanding.

CUSIP NO. _____

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

Eric Herbert Molson

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

OR 2 (e)

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER

2,536,951

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

1,262,267

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,536,951

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

|_ |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

67%*

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

* Using number in Item 11 divided by number of Class A Common Stock outstanding plus the total number of Class A Exchangeable Shares outstanding.

CUSIP No. _____

1. NAMES OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Stephen Thomas Molson

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) |X|

(b) |_ |

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS)

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

N/A

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

7. SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARED VOTING POWER

2,536,951

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

1,262,267

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,536,951

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

67%*

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

* Using number in Item 11 divided by number of Class A Common Stock outstanding plus the total number of Class A Exchangeable Shares outstanding.

ITEM 1. SECURITY AND COMPANY.

The class of equity securities to which this Schedule 13D relates is the Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock") of Molson Coors Brewing Company, a Delaware corporation formerly named Adolph Coors Company ("Molson Coors" or the "Company"). The principal executive offices of the Company are located at 311 10th Street, Golden, Colorado 80401.

ITEM 2. IDENTITY AND BACKGROUND.

This Schedule 13D is filed on behalf of: (a) Pentland Securities (1981)

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

Inc. ("PENTLAND"); (b) 4280661 Canada Inc. ("4280661"); (c) Lincolnshire Holdings Limited ("LINCOLNSHIRE"); (d) Nooya Investments Limited ("NOOYA"); (e) BAX Investments Limited ("BAX"); (f) DJS Holdings Ltd. ("DJS"); (g) Trust u/w/o Thomas Henry Pentland Molson ("MOLSON TRUST"); (h) Eric Herbert Molson ("ERIC MOLSON"); and (i) Stephen Thomas Molson ("STEPHEN MOLSON").

A. ENTITIES

Pentland is a corporation incorporated under the laws of Canada. Pentland was organized by Eric Molson and Stephen Molson to hold various investments, including Class B Common Shares ("CLASS B COMMON SHARES") of Molson Inc. ("MOLSON"). The principal business address of Pentland is 335 8th Avenue S.W., 3rd Floor, Calgary, Alberta, Canada, T2P 1C9. Pentland is owned by Lincolnshire and Nooya.

4280661 is a corporation incorporated under the laws of Canada. 4280661 was organized by Pentland to hold various investments, including Class B Common Shares and Molson Coors Common Stock. The principal business address of 4280661 is 335 8th Avenue S.W., 3rd Floor, Calgary, Alberta, Canada, T2P 1C9. 4280661 is a wholly owned subsidiary of Pentland.

Lincolnshire is a corporation incorporated under the laws of Canada. Lincolnshire was organized by Eric Molson to hold various investments, including his interest in Pentland. The principal business address of Lincolnshire is 335 8th Avenue S.W., 3rd Floor, Calgary, Alberta, Canada, T2P 1C9. Lincolnshire is owned by Eric Molson.

Nooya is a corporation incorporated under the laws of Canada. Nooya was organized by Stephen Molson to hold various investments, including his interest in Pentland. The principal business address of Nooya is 335 8th Avenue S.W., 3rd Floor, Calgary, Alberta, Canada, T2P 1C9. Nooya is owned by Stephen Molson.

BAX is a corporation incorporated under the laws of Canada. BAX was organized by the Molson Trust to hold various investments, including its Class B Common Shares. The principal business address of BAX is 421 7th Avenue S.W., Suite 3300, Calgary, Alberta, Canada T2P 4K9. BAX is controlled and partially owned by the Molson Trust.

DJS is a corporation incorporated under the laws of Canada. DJS was organized by the Molson Trust to hold various investments, including Class B Common Shares. The principal

11

business address of DJS is 421 7th Avenue S.W., Suite 3300, Calgary, Alberta, Canada T2P 4K9. DJS is controlled and partially owned by the Molson Trust.

The Molson Trust was formed pursuant to the 1956 will of Thomas Henry Pentland Molson and came into effect on his death on April 4, 1978. The principal business address of the Molson Trust is c/o The Royal Trust Company, 1 Place Ville Marie, 5th Floor, South Wing, Montreal, Quebec, Canada H3B 3L5. The trustees of the Molson Trust are Eric Molson, Stephen Molson and The Royal Trust Company.

B. NATURAL PERSONS

Eric Molson is an individual whose principal occupation was as a director and Chairman of the Board of Directors of Molson before the merger of Molson and Adolph Coors Company. After the merger, Eric Molson became Chairman of the Board of Directors of Molson Coors. Eric Molson's principal business address is c/o

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

Molson Coors, 311 10th Street, Golden, Colorado 80401. The principal business address of Molson Coors is 311 10th Street, Golden, Colorado 80401.

Stephen Molson is an individual whose principal occupation has been as President of The Molson Foundation, a charitable foundation. Stephen Molson's principal business address is c/o The Molson Foundation, 1555 Notre-Dame Street East, Montreal, Quebec, Canada H2L 2R5. The principal business address of The Molson Foundation is 1555 Notre-Dame Street East, Montreal, Quebec, Canada H2L 2R5.

All of the above named Reporting Persons are citizens of, or incorporated under, the laws of Canada.

The name, title, citizenship, residence or business address, principal occupation or employment and the principal business and address of the employer for each director and executive officer of the Reporting Persons who are not individuals are listed in Exhibit 99.1 hereto and are incorporated by reference into this Item 2.

None of the above named Reporting Persons, nor any of the persons listed in Exhibit 99.1, has, during the last five years, (i) been convicted in a criminal proceeding or (ii) been a party to a civil proceeding and as a result 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 a judgment, decree or final order finding any violations with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

By agreement dated July 22, 2005 (which was later amended), Adolph Coors Company ("Coors"), Coors Canada Inc., a Canadian corporation and an indirect subsidiary of Coors and now known as Molson Coors Canada Inc. ("EXCHANGECO") and Molson, a Canadian corporation, entered into a merger-of-equals transaction between Coors and Molson, referred to as the "merger", resulting in, among other things, (i) the combination of the operations of Coors and Molson, (ii) the Molson stockholders acquiring, directly or indirectly through Exchangeco, economic and voting rights in the Company, and (iii) the Coors

12

stockholders remaining stockholders of the combined Company. The transactions and approvals necessary to effect the merger were approved by the stockholders of Molson on January 28, 2005 and by the stockholders of Coors on February 1, 2005, and the merger was consummated on February 9, 2005. As a result of the transactions and approvals related to the merger, Coors was renamed Molson Coors Brewing Company.

None of the shares of Class A Common Stock were registered pursuant to Section 12 of the 1934 Act prior to the merger, and as a result were not subject to the reporting requirements under Section 13(d) of the 1934 Act. On or about February 9, 2005, the Class A Common Stock became listed for trading on the New York Stock Exchange.

In connection with the merger, the Adolph Coors, Jr. Trust dated September 12, 1969, the former controlling shareholder of the Company (the "COORS FAMILY TRUST"), Pentland, the former controlling shareholder of Molson, and 4280661, entered into a Voting Agreement made on February 2, 2005 regarding the voting of their respective shares of Class A Common Stock and Class A Exchangeable Shares (the "VOTING AGREEMENT"). Further, the Coors Family Trust, Pentland and

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

Wilmington Trust Company as trustee (the "U.S. TRUSTEE") entered into the Class A Common Stock Molson Coors Brewing Company Voting Trust Agreement dated as of February 9, 2005 ("U.S. VOTING TRUST AGREEMENT") regarding the Class A Common Stock deposited into the resulting trust by the Coors Family Trust and Pentland, and the Coors Family Trust, Pentland, 4280661 and The Royal Trust Company as trustee (the "CANADIAN TRUSTEE") entered into the Class A Exchangeable Shares Molson Coors Canada Inc. Voting Trust Agreement dated as of February 9, 2005 (the "CANADIAN VOTING TRUST AGREEMENT") regarding the Class A exchangeable shares of Exchangeco (the "CLASS A EXCHANGEABLE SHARES") deposited into the resulting trust by Pentland and 4280661, each dated as of February 9, 2005 (collectively, the U.S. Voting Trust Agreement and the Canadian Voting Trust Agreement are referred to as the "VOTING TRUST AGREEMENTS"). The Voting Trust Agreements have substantially identical terms relating to, among other matters, voting on nominees for election to the Company's board of directors, voting on proposals presented to the Company's stockholders, and transfers of the stock held in the resulting trusts.

In addition, the Coors Family Trust, Pentland, 4280661, Lincolnshire, Nooya, BAX and DJS, and certain other Molson family entities entered into a Registration Rights Agreement, dated as of February 9, 2005 (the "REGISTRATION RIGHTS AGREEMENT"), providing those stockholders with the right to have registered for public sale their Company Class B Common Stock, including such stock received as a result of the conversion, directly or indirectly, of their Class A Common Stock, Class A Exchangeable Shares or Class B Exchangeable Shares, and to participate in registered offerings by the Company under certain circumstances.

This Schedule 13D describes the Voting Agreement, the Voting Trust Agreements and the Registration Rights Agreement in Item 6.

The Voting Agreement, each of the Voting Trust Agreements and the Registration Rights Agreement (collectively, the "AGREEMENTS") are incorporated by reference hereto as Exhibits 99.2, 99.3, 99.4 and 99.5, respectively, and are incorporated into this Item 3 by reference. Any summary of these documents and agreements and the transactions described in this Schedule 13D is qualified in its entirety by the complete text of the Agreements.

13

ITEM 4. PURPOSE OF TRANSACTION.

Pentland (and for purposes of this Item 4, Pentland with 4280661, as applicable) entered into the Voting Trust Agreements for the purpose of uniting the voting power of the beneficiaries of the resulting trusts, including Pentland, in order to secure, so far as is practicable, continuity, consistency and efficiency of governance of the Company. Pentland will continuously analyze the operations, capital structure, and markets of companies in which it invests, including the Company, through analysis of documentation and discussions with knowledgeable industry and market observers and with representatives of such companies (often at the invitation of management). As a result of these activities, and subject to the limitations set forth in the Voting Trust Agreements, Pentland may participate in interviews or hold discussions with the Coors Family Trust or other third parties or with management of the Company in which Pentland may suggest or take a position with respect to potential changes in the operations, management, or capital structure of the Company as a means of enhancing shareholder value. Such suggestions or positions may relate to one or more of the transactions described in Item 4(a) through (j) of Schedule 13D under Rule 13d-1(a), including, without limitation, such matters as disposing of one or more businesses; selling the Company or acquiring another company or business; changing operating or marketing strategies; adopting, not adopting,

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

modifying, or eliminating certain types of anti-takeover measures; restructuring the Company's capitalization; reviewing dividend and compensation policies; entering into agreements with third parties relating to acquisitions of securities issued or to be issued by the Company; entering into agreements with the management of the Company relating to acquisitions of shares of the Company by members of management, issuance of options to management, or their employment by the Company.

Further, subject to the Voting Trust Agreements' conditions, and further subject to and depending upon the availability of prices deemed favorable by Pentland, it may choose to purchase additional shares of Class A Common Stock or Class A Exchangeable Shares from time to time in the open market, in privately negotiated transactions with third parties, or otherwise. In addition, depending upon prevailing conditions or other factors, and subject to the Voting Trust Agreements' conditions, Pentland, may determine to dispose of shares of Class B Common Stock that would result from the exchange of Class A Exchangeable Shares and subsequent conversion of Class A Common Stock in accordance with the obligation to so convert in the Voting Trust Agreements, in the open market, in privately negotiated transactions with third parties, or otherwise.

As a director of the Company, Eric Molson may consider plans and proposals submitted by management with respect to business combinations aimed at improving the operating efficiencies of the Company, acquiring complementary properties, entering new market regions and/or for other reasons. These business combinations may include mergers and acquisitions, asset purchases and sales, as well as strategic ventures and marketing alliances. As a director, Eric Molson also may, depending on the facts and circumstances, consider any plans and proposals with respect to other transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Additionally, each of the other Reporting Persons may choose to purchase additional securities of the Company from time to time in the open market, in privately negotiated

14

transactions with third parties, or otherwise. In addition, depending upon prevailing conditions or other factors, each Reporting Person may determine to dispose of shares of Class A Common Stock that would result from the exchange of Class A Exchangeable Shares or the shares of Class B Common Stock issuable upon conversion of the Class A Common Stock, in the open market, in privately negotiated transactions with third parties, or otherwise.

Except as described herein, neither the Reporting Persons, nor any of the persons listed on Exhibit 99.1 hereto, have any present plans or proposals that relate to or would result in any of the actions described in Items 4(a) through (j) of Schedule 13D under Rule 13d-1(a).

ITEM 5. INTEREST IN SECURITIES OF THE COMPANY.

Items 3 and 4 are incorporated herein by reference.

(a) (b) The Reporting Persons have acquired the following shares of Class A Common Stock and Class A Exchangeable Shares as a result of the merger between Molson and Coors in which they exchanged their shares of Molson for those of Molson Coors:

No. of Class A Exchangeable Shares	No. of Class A Shares
-----	-----

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

a	Pentland	928,612	126
b	4280661	333,529	--
c	Lincolnshire	--	--
d	Nooya	--	--
e	BAX	6,964	--
f	DJS	7,720	--
g	Trust u/w/o Thomas Molson	--	--
h	Eric Molson	--	--
i	Stephen Molson	--	--

The Class A Exchangeable Shares were issued in the merger by Exchangeco. All holders of Class A Exchangeable Shares may exchange those shares at any time in a one-for-one basis for shares of Class A Common Stock. The disclosure in this Item 5 assumes the conversion into Class A Common Stock of all of the outstanding Class A Exchangeable Shares. Further, unless otherwise specified, the beneficial ownership of each Reporting Person includes the power to

15

vote or direct the vote, and the power to dispose or direct the disposition of, the shares of Class A Common Stock. However, declarations of beneficial ownership herein are being made solely for the purposes of the federal securities laws of the United States.

4280661 is the record owner of and has shared beneficial ownership of 333,529 shares of Class A Common Stock and, by reason of the Voting Agreement and the Voting Trust Agreements, and the Pentland Shareholders Agreement, may be deemed to share the power to dispose or direct the disposition of 928,738 shares of Class A Common Stock owned by Pentland and to share the power to vote or direct the vote of 1,260,000 shares owned by the Coors Family Trust and 928,738 shares owned by Pentland, for total beneficial ownership of 2,522,267 shares of Class A Common Stock, equal to 67% of the outstanding shares of Class A Common Stock on the date hereof.

Pentland is the record owner of and has shared beneficial ownership of 928,738 shares of Class A Common Stock and, by reason of its ownership of 4280661, the Voting Agreement and the Voting Trust Agreements, and the Pentland Shareholders Agreement, may be deemed to share beneficial ownership of the 333,529 shares of Class A Common Stock beneficially owned by 4280661, and shared power to vote or direct the vote of the 1,260,000 shares of Class A Common Stock owned by the Coors Family Trust, for total beneficial ownership of 2,522,267 shares of Class A Common Stock, equal to 67% of the outstanding shares of Class A Common Stock on the date hereof.

Lincolnshire, as a result of its ownership of 64% of the voting securities of Pentland, the Voting Agreement and the Voting Trust Agreements, and the Pentland Shareholders Agreement, may be deemed to share beneficial ownership of 1,262,267 shares of Class A Common Stock beneficially owned by Pentland and 4280661 and to share the power to vote or to direct the vote of 1,260,000 shares of Class A Common Stock owned by the Coors Family Trust, for total beneficial ownership of 2,522,267 shares of Class A Common Stock, equal to 67% of the outstanding shares of Class A Common Stock on the date hereof.

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

Nooya, by virtue of its ownership of 36% of the voting securities of Pentland, the Voting Agreement and the Voting Trust Agreements, and the Pentland Shareholders Agreement, may be deemed to share beneficial ownership of the 1,262,267 shares of Class A Common Stock owned by Pentland and 4280661, and to share the power to vote or direct the vote of 1,260,000 shares of Class A Common Stock owned by the Coors Family Trust, for total beneficial ownership of 2,522,267 shares of Class A Common Stock, equal to 67% of the outstanding shares of Class A Common Stock on the date hereof.

BAX has record ownership and shared beneficial ownership of 6,964 shares of Class A Common Stock, equal to 0.2% of the Class A Common Stock outstanding on the date hereof.

DJS has record ownership and shared beneficial ownership of 7,720 shares of Class A Common Stock, equal to 0.2% of the Class A Common Stock outstanding on the date hereof.

The Molson Trust, by virtue of its control and partial ownership of BAX and DJS, may be deemed to share beneficial ownership of the aggregate of 14,684 shares of Class A Common Stock beneficially owned by BAX and DJS, equal to 0.4% of the outstanding shares of Class A Common Stock on the date hereof.

16

Eric Molson may be deemed to have shared beneficial ownership of a total of 2,536,951 shares of Class A Common Stock, equal to 67% of the outstanding shares of Class A Common Stock on the date hereof. By virtue of his ownership of Lincolnshire, Lincolnshire's ownership of 64% of the voting securities of Pentland, the Voting Agreement and the Voting Trust Agreements, and the Pentland Shareholders Agreement, Eric Molson may be deemed to share beneficial ownership of 1,262,267 shares of Class A Common Stock beneficially owned by Pentland and 4280661, and may be deemed to share the power to vote or direct the vote of 1,260,000 shares owned by the Coors Family Trust. Additionally, Eric Molson, by virtue of his serving as trustee of the Molson Trust, may be deemed to share beneficial ownership of 14,684 shares of Class A Common Stock beneficially owned by the Molson Trust. Eric Molson disclaims beneficial ownership of those 14,684 shares of Class A Common Stock.

Stephen Molson may be deemed to have beneficial ownership of a total of 2,536,951 shares of Class A Common Stock, equal to 67% of the shares of Class A Common Stock outstanding on the date hereof. By virtue of his ownership of Nooya, Nooya's ownership of 36% of the voting securities of Pentland, the Voting Agreement and the Voting Trust Agreements, and the Pentland Shareholders Agreement, Stephen Molson may be deemed to share beneficial ownership of 1,262,267 shares of Class A Common Stock beneficially owned by Pentland and 4280661, and may be deemed to share the power to vote or direct the vote of 1,260,000 shares owned by the Coors Family Trust. Additionally, Stephen Molson, by virtue of his serving as trustee of the Molson Trust, may be deemed to share beneficial ownership of the 14,684 shares of Class A Common Stock beneficially owned by the Molson Trust. Stephen Molson disclaims ownership of those 14,684 shares of Class A Common Stock.

By reason of Eric Molson's and Stephen Molson's service as two of the three trustees of the Molson Trust, and their control of Lincolnshire and Nooya, respectively, and, through them, Pentland and 4280661, the Molson Trust, BAX and DJS may each be deemed to be a member of a group under Rule 13d-5(b)(1) and to share beneficial ownership of the 1,262,267 shares of Class A Common Stock beneficially owned by Eric Molson, Stephen Molson, Lincolnshire, Nooya, Pentland and 4280661. BAX, DJS and the Molson Trust disclaim membership in any such group

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

and beneficial ownership of such 1,262,267 shares of Class A Common Stock.

(c) Except for the acquisition of securities of Molson Coors in connection with the merger of Molson and Coors, none of the Reporting Persons or any of the persons listed on Exhibit 99.1 have engaged in any transactions with respect to the Class A Common Stock within the past 60 days.

(d) Not applicable.

(e) Not applicable.

The interests in the securities of the Company of the persons listed in Exhibit 99.1 hereto are set forth in such Exhibit and are incorporated by reference into this Item 5.

17

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE COMPANY.

The following is a summary of the agreements with respect to the securities of the Company to which one or more of the Reporting Persons is a party. The following summaries are qualified in their entirety by the complete text of such agreements.

VOTING AGREEMENT AND VOTING TRUST AGREEMENTS

The Coors Family Trust, Pentland and 4280661 entered into a Voting Agreement made on February 2, 2005, with respect to the Class A Common Stock owned by the Coors Family Trust and the Class A Exchangeable Shares and Class A Common Stock owned by Pentland and 4280661 following the completion of the merger. Under the Voting Agreement, the parties agreed that the Class A Common Stock and the Class A Exchangeable Shares are to be voted in accordance with the voting provisions of the Voting Trust Agreements.

The Coors Family Trust, Pentland, 4280661 and the Canadian Trustee have entered into the Class A Exchangeable Shares Molson Coors Canada Inc. Voting Trust Agreement with respect to the Class A Exchangeable Shares owned by Pentland and 4280661 following the completion of the merger. The Coors Family Trust, Pentland and the U.S. Trustee have entered into the Class A Common Stock Molson Coors Brewing Company Voting Trust Agreement with respect to the Class A Common Stock owned by the Coors Family Trust and Pentland following the completion of the merger. The Voting Trust Agreements provide that other members of the Molson family group or Coors family group, each as defined in the Voting Trust Agreements, may become parties to these agreements from time to time. Each of the Voting Trust Agreements contain substantially identical terms.

The Coors Family Trust, Pentland and 4280661 have entered into the Voting Trust Agreements in order to secure their respective obligations to vote the Class A Common Stock owned by the Coors Family Trust and Pentland and the Class A Exchangeable Shares owned by Pentland and 4280661 in the manner agreed upon in the Voting Agreement and more generally to combine their voting power over the Company Class A Common Stock and the Class A Exchangeable Shares owned by them. The Coors Family Trust has deposited into these trust arrangements all of its shares of Class A Common Stock, or approximately 33.49% of the pro forma voting power of the Company Class A Common Stock and the Class A Exchangeable Shares. Pentland has deposited into these trust arrangements all of its Class A Exchangeable Shares and Class A Common Stock, or approximately 24.68% of the pro forma voting power of the Company Class A Common Stock and the Class A Exchangeable Shares. 4280661 has deposited into the trust arrangements all of

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

its Class A Exchangeable Shares, or approximately 8.87% of the pro forma voting power of the Company Class A Common Stock and the Class A Exchangeable Shares. These securities, together with any other securities deposited into these trusts, will be voted as a block by the U.S. Trustee and the Canadian Trustee, respectively, as follows:

18

- o All securities subject to the Voting Trust Agreements will be voted at any Company stockholder meeting in favor of director nominees that have been nominated by the nominating committee of the Company board of directors or the Class A-M or Class A-C nominating subcommittees (as such committees exist under the Company's Restated Certificate of Incorporation) of the Company board of directors, and against any other director nominees;
- o If the representative of the Molson family beneficiaries or the representative of the Coors family beneficiaries under the Voting Trust Agreements so instructs the trustees, the trustees will vote at any Company stockholder meeting all securities subject to the Voting Trust Agreements in favor of the removal of a director nominated or appointed by the Class A-M nominating subcommittee of the Company board of directors or the Class A-C nominating subcommittee of the Company board of directors, respectively, from the board of directors; the trustees will otherwise vote at any Company stockholder meeting all the shares against a removal of those directors; and
- o Unless the representatives of both the Molson family beneficiaries and the Coors family beneficiaries under the Voting Trust Agreements instruct the trustees to vote otherwise, all securities subject to the Voting Trust Agreements will be voted at any Company stockholder meeting in accordance with the recommendation of the Company's board of directors with respect to any other proposal at any Company stockholder meeting to remove a director from the Company's board of directors.
- o With respect to all corporate matters other than those described above relating to the election and removal of directors and those described below relating to the Class A Exchangeable Shares, all securities subject to the Voting Trust Agreements will be voted at any Company stockholder meeting against the approval of any matter unless the trustees receive instructions from the representatives of both the Molson family beneficiaries and the Coors family beneficiaries under the Voting Trust Agreements to vote in favor of the approval of the matter.
- o If the holders of Class A Exchangeable Shares (in their capacity as shareholders of Exchangeco and not in their capacity as indirect holders of voting rights with respect to the Company) are required to vote on certain proposals that would materially adversely affect the terms of either class of exchangeable shares of Exchangeco or modify or terminate a voting and exchange trust agreement between the Company and Exchangeco, then the Class A Exchangeable Shares will be voted against any proposal if the representative of the Molson family beneficiaries under the Voting Trust Agreements has instructed the trustees to vote against the proposal (even if the representative has otherwise forfeited the right to provide instructions to the trustees as described below).

The Coors Family Trust is the representative to act on its behalf of the

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

beneficiaries of the Coors family group and Pentland is the representative to act on behalf of the beneficiaries of the

19

Molson family group under the Voting Trust Agreements. The representative of the Molson family beneficiaries under the Voting Trust Agreements will forfeit the right to provide instructions to the trustees with respect to any of the above matters (other than as indicated above) if Pentland and any other Molson family shareholders cease to beneficially own, in the aggregate, a number of shares of the Company's common stock and Exchangeco's exchangeable shares (as adjusted for any stock split, recapitalization, reclassification, reorganization or similar transaction) equal to at least 1,689,776 shares of the Company's common stock and Exchangeco's exchangeable shares outstanding on the date of the completion of the merger, of which at least 825,000 shares must be Company Class A Common Stock (and/or Class A Exchangeable Shares) subject to the Voting Trust Agreements. Similarly, the representative of the Coors family beneficiaries under the Voting Trust Agreements will forfeit the right to provide instructions to the trustees with respect to the above matters (other than as indicated above) if the Coors Family Trust and any other Coors family stockholders cease to beneficially own, in the aggregate, a number of shares of the Company's common stock and Exchangeco's exchangeable shares (as adjusted for any stock split, recapitalization, reclassification, reorganization or similar transaction) equal to at least 2,534,664 shares of the Company's common stock and Exchangeco's exchangeable shares outstanding on the date of the completion of the merger, of which at least 825,000 shares must be Company Class A Common Stock (and/or Class A Exchangeable Shares) subject to the Voting Trust Agreements. In the event of a forfeiture by either family of the above rights, the trustee under the Voting Trust Agreements will vote all shares at the direction of the representative of the other family acting on its own. If both families forfeit the above rights, the Voting Trust Agreements will terminate.

The Voting Trust Agreements also contain restrictions on the transfer of the securities subject to the Voting Trust Agreements. A Molson family beneficiary or Coors family beneficiary under the Voting Trust Agreements may transfer its interest in securities subject to the Voting Trust Agreements to any other beneficiary under the relevant Voting Trust Agreements or to members of its family group, so long as the transferee is or becomes a party to the Voting Trust Agreements with respect to the transferred securities. Securities subject to the Voting Trust Agreements must be converted into shares of the Company's Class B common stock (or Class B exchangeable shares of Exchangeco, as applicable) before they can be transferred to any persons that are not beneficiaries under the Voting Trust Agreements or members of the Molson or Coors family groups. Any shares so converted will no longer be subject to the Voting Trust Agreements.

The Voting Trust Agreements prohibit any Molson family beneficiary from transferring its interest in shares subject to the Voting Trust Agreements to a third party (or converting these shares into shares of the Company's Class B common stock or Class B exchangeable shares of Exchangeco) if the remaining shares subject to those agreements would constitute less than 50.1% of the aggregate voting power of the outstanding shares of the Company's Class A Common Stock and Class A Exchangeable Shares, unless prior to the proposed transfer or conversion, the number of shares of the Coors family beneficiaries subject to the Voting Trust Agreements, is less than 1,260,000 (as adjusted for any stock split, recapitalization, reclassification, reorganization or similar transactions).

Each of Pentland and any other Molson family beneficiary, and the Coors Family Trust and any other Coors family beneficiary who become parties to the

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

Voting Trust Agreements is

20

also prohibited from transferring its interest in securities subject to the Voting Trust Agreements if, as a result of the transfer, the right of holders of shares of the Company's Class B common stock or the right of holders of Class B exchangeable shares of Exchangeco to convert into shares of the Company's Class A Common Stock or Class A Exchangeable Shares, respectively, in limited circumstances relating to specified offers which are not made to holders of the Company's Class B common stock or Class B exchangeable shares of Exchangeco would be triggered. The trustees under these Voting Trust Agreements are authorized, unless both family group beneficiaries give instructions to the contrary, in the event of such specified offers, to deliver a notice providing the Company with adequate assurances that the family group beneficiaries will not participate in the specified offers.

PENTLAND SHAREHOLDERS AGREEMENT

Lincolnshire, Nooya, Pentland, 4280661, Eric Molson and Stephen Molson are parties to an Amended and Restated Shareholders Agreement, dated as of February 9, 2005, with respect to the securities held by, and corporate governance of, Pentland (the "PENTLAND SHAREHOLDERS AGREEMENT"). The Pentland Shareholders Agreement contains restrictions on the sale or other disposition by Pentland of the Company's Class A Common Stock and Class B Common Stock and Class A Exchangeable Shares and Class B Exchangeable Shares owned or to be owned directly or indirectly by Pentland (collectively the "RELEVANT SHARES") without the written approval of Lincolnshire and Nooya, subject to exceptions for estate planning and payment of taxes arising on death. Eric Molson may cause Pentland to accept a third party offer for the sale or other disposition of all (but not part of) the Relevant Shares, or may cause the sale to a third party of all shares of Pentland owned by Lincolnshire and Nooya. Additionally, the President of Pentland (currently Andrew Molson) may cause the sale by Pentland for cash of Class B Exchangeable Shares of Exchangeco or the Company's Class B Common Stock under certain conditions.

REGISTRATION RIGHTS AGREEMENT

The Coors Family Trust, Pentland, 4280661, Nooya, Lincolnshire, BAX, DJS and certain other Molson family entities are parties to a Registration Rights Agreement that became effective upon the completion of the merger.

The Registration Rights Agreement provides that the Coors Family Trust, Pentland, and the other parties to the agreement, as well as certain related parties, referred to as the eligible stockholders, that propose to sell registrable securities (as defined below) may request that the Company effect the registration on Form S-3 or other available form under the Securities Act and, if applicable, a Canadian prospectus under the Canadian securities laws and the multi-jurisdictional disclosure system. Upon receipt of such a request, the Company is required to promptly give written notice of such requested registration to all holders of registrable securities and, thereafter, to use its reasonable best efforts to effect such a registration of all registrable securities which it has been requested to register pursuant to the terms of the Registration Rights Agreement. The Company may choose to register such stock pursuant to a U.S. and Canadian shelf registration statement. Each beneficiary representative under the Voting Trust Agreements and each other eligible stockholder is eligible to request no more than five registrations. The

21

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

Company will not be required to effect such registration if such requests relate to a sale of less than \$25,000,000 of Registrable Securities.

"Registrable securities" means Class B Common Stock, including any shares of Class B Common Stock issued or issuable upon conversion, directly or indirectly, of Class A Common Stock, Class B Exchangeable Shares, or Class A Exchangeable Shares, held by eligible stockholders.

If an eligible stockholder requests registration of any of its registrable securities, the Company is required to prepare and file a registration statement with the SEC as soon as possible, and no later than 90 days after receipt of the request.

The Company will pay all of its expenses and the expenses of the eligible stockholders, other than underwriting discounts and selling commissions of the seller, in connection with the successfully effected registrations requested.

The eligible stockholders may request that any offering requested by them under the Registration Rights Agreement be an underwritten offering. The eligible stockholders may also select one or more underwriters to administer the requested offering, but the selection of underwriters will be subject to approval by the Company, which approval will not be unreasonably withheld.

The Registration Rights Agreement also provides that, with certain exceptions, the eligible stockholders will have certain incidental registration rights if the Company at any time proposes to register any of its equity securities if the registration form to be used may be used for the registration of securities otherwise registrable under the Registration Rights Agreement.

In addition to the provisions set forth above, the Registration Rights Agreement contains other terms and conditions including those customary to agreements of this kind, including indemnification provisions.

The Registration Rights Agreement will terminate as to an eligible stockholder on the earliest of the date on which the sale of the securities of such eligible stockholder subject to the agreement do not require registration under U.S. Securities laws or are not subject to limitations under Rule 144 of the Securities Act, would not be a distribution under Canadian securities law, or the date upon which there are no holders of registrable securities that have not been sold to the public.

OPTIONS

In connection with the merger of Molson and Coors, Stephen Molson received options to purchase 18,288 shares of Class B Common Stock to replace options for Molson Class A Common Shares. The options are immediately exercisable and expire on February 9, 2006. The options are exercisable at \$29.31 (for 11,520 shares) and from prices varying from \$29.80 to \$82.27 for the remaining 6,768 shares.

Except for the agreements described in the response to this Item 6, to the best knowledge of the Reporting Persons, there are no contracts, arrangements, understandings, or relationships (legal or otherwise) between any Reporting Person or any person listed on Exhibit 99.1 hereto and any other person with respect to any of the securities of the Company, including but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, put or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit No.	Description
99.1	Directors and Executive Officers of Filing Persons
99.2	Voting Agreement made on February 2, 2005, among Pentland Securities (1981) Inc., 4280661 Canada, Inc. and Adolph Coors Jr. Trust dated September 12, 1969.
99.3	Class A Common Stock Molson Coors Brewing Company Voting Trust Agreement dated as of February 9, 2005, by and among Wilmington Trust Company, as trustee, Pentland Securities (1981) Inc. and the Adolph Coors, Jr. Trust dated September 12, 1969.
99.4	Class A Exchangeable Shares Molson Coors Canada Inc. Voting Trust Agreement dated as of February 9, 2005, by and among The Royal Trust Company, as trustee, Pentland Securities (1981) Inc., 4280661 Canada Inc and the Adolph Coors, Jr. Trust dated September 12, 1969.
99.5	Registration Rights Agreement dated as of February 9, 2005, among the Adolph Coors Company (to be known as Molson Coors Brewing Company), Pentland Securities (1981) Inc., Adolph Coors, Jr. Trust dated September 12, 1969 and the other parties thereto. (Incorporated by reference to exhibit 99.2 to the Current Report on Form 8-K filed by Molson Coors Brewing Company with the Securities and Exchange Commission on February 15, 2005)
99.6	Amended and Restated Shareholders Agreement dated as of February 9, 2005
99.7	Joint Filing Agreement

23

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 18, 2005

PENTLAND SECURITIES (1981) INC.

By: /s/ Andrew Thomas Molson

Signature

Name: Andrew Thomas Molson

Title: President

SIGNATURE

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

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 18, 2005

4280661 CANADA INC.

By: /s/ Andrew Thomas Molson

Signature

Name: Andrew Thomas Molson

Title: President

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 18, 2005

LINCOLNSHIRE HOLDINGS LIMITED

By: /s/ Eric Herbert Molson

Signature

Name: Eric Herbert Molson

Title: President

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 18, 2005

NOOYA INVESTMENTS LIMITED

By: /s/ Stephen Thomas Molson

Signature

Name: Stephen Thomas Molson

Title: President

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 18, 2005

BAX INVESTMENTS LIMITED

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

By: /s/ Cynthia Baxter

Signature
Name: Cynthia Baxter
Title: Vice President

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 18, 2005

DJS HOLDINGS LTD.

By: /s/ Eric Stevenson

Signature
Name: Eric Stevenson
Title: Assistant-Secretary

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 18, 2005

TRUST u/w/o THOMAS HENRY PENTLAND
MOLSON

By: /s/ Eric Herbert Molson

Signature
Name: Eric Herbert Molson
Title: Trustee

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 18, 2005

/s/ Eric Herbert Molson

Eric Herbert Molson

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I

Edgar Filing: MOLSON COORS BREWING CO - Form SC 13D

certify that the information set forth in this statement is true, complete and correct.

Dated: February 18, 2005

/s/ Stephen Thomas Molson

Stephen Thomas Molson