

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

**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 B Common Stock, par value of \$0.01 (non-voting)**

(Title of Class of Securities)

**60871R 209**

(CUSIP Number)

**Jeffrey H. Coors  
c/o Keystone Financing LLC  
Mail Stop VR 900  
P.O. Box 4030  
Golden, Colorado 80403  
(303) 277-3497**

**Jennings J. Newcom, Esq.  
Davis Graham & Stubbs LLP  
1550 Seventeenth Street, Suite 500  
Denver, Colorado 80202  
(303) 892-9400**

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

**February 9, 2005**

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(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 §§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 §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 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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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
**Keystone Financing LLC**
  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  
Colorado
- |   |     |                                     |  |
|---|-----|-------------------------------------|--|
|   | 7.  | Sole Voting Power<br>9,252,994      |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>0            |  |
|   | 9.  | Sole Dispositive Power<br>9,252,994 |  |
|   | 10. | Shared Dispositive Power<br>0       |  |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
9,252,994
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
11% (1)
  14. Type of Reporting Person (See Instructions)  
00 (2)

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(1) Using number in Item 11 divided by number of outstanding shares of Class B Common Stock that, for purposes of this Schedule 13D, includes all shares of Class B Common Stock issuable upon conversion of all outstanding shares of Class A Common Stock, Class A Exchangeable Shares of Molson Coors Canada Inc. and Class B Exchangeable Shares of Molson Coors Canada Inc.

(2) The Reporting Person is a limited liability company.

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CUSIP No. 217016104

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
**Adolph Coors, Jr. Trust**
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input type="radio"/>
(b)	<input type="radio"/>
  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  
Colorado
- |   |     |  |
|---|-----|--|
|   | 7.  | Sole Voting Power<br>3,730,000 <b>(1)</b>      |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br><b>0</b>                |
|   | 9.  | Sole Dispositive Power<br>3,730,000 <b>(1)</b> |
|   | 10. | Shared Dispositive Power<br>9,252,994          |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
12,982,994
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
15.4% **(2)**
  14. Type of Reporting Person (See Instructions)  
00 **(3)**

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(1) Includes 1,260,000 shares of Company Class A Common Stock that are exchangeable at any time on a one-for-one basis into shares of Class B Common Stock.

(2) Using number in Item 11 divided by number of outstanding shares of Class B Common Stock that, for purposes of this Schedule 13D, includes all shares of Class B Common Stock issuable upon conversion of all outstanding shares of Class A Common Stock, Class A Exchangeable Shares of Molson Coors Canada Inc. and Class B Exchangeable Shares of Molson Coors Canada Inc.

(3) The Reporting Person is a trust.



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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
**May Kistler Coors Trust**
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input type="radio"/>
(b)	<input type="radio"/>
  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  
Colorado
- |   |     |                          |           |
|---|-----|--------------------------|-----------|
|   | 7.  | Sole Voting Power        | 0         |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power      | 0         |
|   | 9.  | Sole Dispositive Power   | 0         |
|   | 10. | Shared Dispositive Power | 9,252,994 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
9,252,994
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
11% **(1)**
  14. Type of Reporting Person (See Instructions)  
00 **(2)**

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(1) Using number in Item 11 divided by number of outstanding shares of Class B Common Stock that, for purposes of this Schedule 13D, includes all shares of Class B Common Stock issuable upon conversion of all outstanding shares of Class A Common Stock, Class A Exchangeable Shares of Molson Coors Canada Inc. and Class B Exchangeable Shares of Molson Coors Canada Inc.

(2) The Reporting Person is a trust.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
**Grover C. Coors Trust**
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input type="radio"/>
(b)	<input type="radio"/>
  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  
Colorado
- |   |     |                          |           |
|---|-----|--------------------------|-----------|
|   | 7.  | Sole Voting Power        | 0         |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power      | 0         |
|   | 9.  | Sole Dispositive Power   | 0         |
|   | 10. | Shared Dispositive Power | 9,252,994 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
9,252,994
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
11% **(1)**
  14. Type of Reporting Person (See Instructions)  
00 **(2)**

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(1) Using number in Item 11 divided by number of outstanding shares of Class B Common Stock that, for purposes of this Schedule 13D, includes all shares of Class B Common Stock issuable upon conversion of all outstanding shares of Class A Common Stock, Class A Exchangeable Shares of Molson Coors Canada Inc. and Class B Exchangeable Shares of Molson Coors Canada Inc.

(2) The Reporting Person is a trust.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
**Augusta Coors Collbran Trust**
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  
 Colorado
- |   |     |                                       |
|---|-----|---------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.  | Sole Voting Power<br>0                |
|   | 8.  | Shared Voting Power<br>0              |
|   | 9.  | Sole Dispositive Power<br>0           |
|   | 10. | Shared Dispositive Power<br>9,252,994 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
 9,252,994
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
 11% **(1)**
14. Type of Reporting Person (See Instructions)  
 00 **(2)**

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(1) Using number in Item 11 divided by number of outstanding shares of Class B Common Stock that, for purposes of this Schedule 13D, includes all shares of Class B Common Stock issuable upon conversion of all outstanding shares of Class A Common Stock, Class A Exchangeable Shares of Molson Coors Canada Inc. and Class B Exchangeable Shares of Molson Coors Canada Inc.

(2) The Reporting Person is a trust.



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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
**Bertha Coors Munroe Trust**
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input type="radio"/>
(b)	<input type="radio"/>
  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  
Colorado
- |   |     |                                       |
|---|-----|---------------------------------------|
|   | 7.  | Sole Voting Power<br>0                |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>0              |
|   | 9.  | Sole Dispositive Power<br>0           |
|   | 10. | Shared Dispositive Power<br>9,252,994 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
9,252,994
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
11% (1)
  14. Type of Reporting Person (See Instructions)  
00 (2)

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(1) Using number in Item 11 divided by number of outstanding shares of Class B Common Stock that, for purposes of this Schedule 13D, includes all shares of Class B Common Stock issuable upon conversion of all outstanding shares of Class A Common Stock, Class A Exchangeable Shares of Molson Coors Canada Inc. and Class B Exchangeable Shares of Molson Coors Canada Inc.

(2) The Reporting Person is a trust.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
**Herman F. Coors Trust**
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input type="radio"/>
(b)	<input type="radio"/>
  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  
Colorado
- |   |     |                                       |
|---|-----|---------------------------------------|
|   | 7.  | Sole Voting Power<br>0                |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>0              |
|   | 9.  | Sole Dispositive Power<br>0           |
|   | 10. | Shared Dispositive Power<br>9,252,994 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
9,252,994
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
11% (1)
  14. Type of Reporting Person (See Instructions)  
00 (2)

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(1) Using number in Item 11 divided by number of outstanding shares of Class B Common Stock that, for purposes of this Schedule 13D, includes all shares of Class B Common Stock issuable upon conversion of all outstanding shares of Class A Common Stock, Class A Exchangeable Shares of Molson Coors Canada Inc. and Class B Exchangeable Shares of Molson Coors Canada Inc.

(2) The Reporting Person is a trust.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
**Louise Coors Porter Trust**
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  
 Colorado
- |   |     |                                       |
|---|-----|---------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7.  | Sole Voting Power<br>0                |
|   | 8.  | Shared Voting Power<br>0              |
|   | 9.  | Sole Dispositive Power<br>0           |
|   | 10. | Shared Dispositive Power<br>9,252,994 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
 9,252,994
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
 11% **(1)**
14. Type of Reporting Person (See Instructions)  
 00 **(2)**

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(1) Using number in Item 11 divided by number of outstanding shares of Class B Common Stock that, for purposes of this Schedule 13D, includes all shares of Class B Common Stock issuable upon conversion of all outstanding shares of Class A Common Stock, Class A Exchangeable Shares of Molson Coors Canada Inc. and Class B Exchangeable Shares of Molson Coors Canada Inc.

(2) The Reporting Person is a trust.

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
**Jeffrey H. Coors**
  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  
United States of America
- |   |     |                          |                      |
|---|-----|--------------------------|----------------------|
|   | 7.  | Sole Voting Power        | 2,811 <b>(1)</b>     |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power      | 9,252,994 <b>(2)</b> |
|   | 9.  | Sole Dispositive Power   | 2,811 <b>(1)</b>     |
|   | 10. | Shared Dispositive Power | 9,252,994 <b>(2)</b> |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
9,256,337 **(3)**
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
11% **(4)**
  14. Type of Reporting Person (See Instructions)  
IN

(1) Includes 2,279 shares held in custodian accounts for minor children

(2) Includes reported securities owned by Keystone Financing LLC ( Keystone ). Reporting Person is a Manager of Keystone and in such capacity has voting power over the reported securities, as well as dispositive power over the reported securities except in the event of a sale of all or substantially all of the assets of Keystone. The members of Keystone, including The May Kistler Coors Trust, dated September 24, 1965 (the Trust ), have dispositive power over the reported securities only in the event of a sale of all or substantially all of the assets of Keystone. The Reporting Person is also a trustee of the Trust, and in such capacity has, along with the other trustees of the Trust, dispositive power over the reported securities. As such, the Reporting Person is reporting beneficial ownership of all stock held by Keystone directly and the Trust indirectly, but disclaims beneficial ownership of the reported securities owned by Keystone and the Trust except to the extent of his pecuniary interest therein.

(3) Includes 532 shares held by spouse

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(4) Using number in Item 11 divided by number of outstanding shares of Class B Common Stock that, for purposes of this Schedule 13D, includes all shares of Class B Common Stock issuable upon conversion of all outstanding shares of Class A Common Stock, Class A Exchangeable Shares of Molson Coors Canada Inc. and Class B Exchangeable Shares of Molson Coors Canada Inc.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
**Joseph Coors, Jr.**
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input type="radio"/>
(b)	<input type="radio"/>
  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  
United States of America
- |   |     |  |
|---|-----|--|
|   | 7.  | Sole Voting Power<br><b>532 (2)</b>              |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br><b>9,252,994 (1)</b>      |
|   | 9.  | Sole Dispositive Power<br><b>532 (2)</b>         |
|   | 10. | Shared Dispositive Power<br><b>9,252,994 (1)</b> |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
**9,254,058 (3)**
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
**11% (4)**
  14. Type of Reporting Person (See Instructions)  
IN

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(1) Includes reported securities owned by Keystone Financing LLC ( Keystone ). The members of Keystone, including The May Kistler Coors Trust, dated September 24, 1965 (the Trust ), have dispositive power over the reported securities only in the event of a sale of all or substantially all of the assets of Keystone. The Reporting Person is a trustee of the Trust, and in such capacity has, along with the other trustees of the Trust, dispositive power over the reported securities. As such, the Reporting Person is reporting beneficial ownership of all stock held by Keystone directly and the Trust indirectly, but disclaims beneficial ownership of the reported securities owned by Keystone and the Trust except to the extent of his pecuniary interest therein.

(2) Includes shares held by the JCGC Foundation, a donor advised fund for which reporting person is the trustee.

(3) Includes 532 shares held by spouse.

(4) Using number in Item 11 divided by number of outstanding shares of Class B Common Stock that, for purposes of this Schedule 13D, includes all shares of Class B Common Stock issuable upon conversion of all outstanding shares of Class A Common Stock, Class A Exchangeable Shares of Molson Coors Canada Inc. and Class B Exchangeable Shares of Molson Coors Canada Inc.



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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
**John K. Coors**
  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  
United States of America
- |   |     |                          |                      |
|---|-----|--------------------------|----------------------|
|   | 7.  | Sole Voting Power        | 6,049 <b>(1)</b>     |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power      | 9,252,994 <b>(2)</b> |
|   | 9.  | Sole Dispositive Power   | 6,049 <b>(1)</b>     |
|   | 10. | Shared Dispositive Power | 9,252,994 <b>(2)</b> |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
9,259,575 **(3)**
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
11% **(4)**
  14. Type of Reporting Person (See Instructions)  
IN

(1) Includes 5,517 shares held in custodian accounts for minor children

(2) Includes reported securities owned by Keystone Financing LLC ( Keystone ). The members of Keystone, including The May Kistler Coors Trust, dated September 24, 1965 (the Trust ), have dispositive power over the reported securities only in the event of a sale of all or substantially all of the assets of Keystone. The Reporting Person is a trustee of the Trust, and in such capacity has, along with the other trustees of the Trust, dispositive power over the reported securities. As such, the Reporting Person is reporting beneficial ownership of all stock held by Keystone directly and the Trust indirectly, but disclaims beneficial ownership of the reported securities owned by Keystone and the Trust except to the extent of his pecuniary interest therein.

(3) Includes 532 shares held by spouse

(4) Using number in Item 11 divided by number of outstanding shares of Class B Common Stock that, for purposes of this Schedule 13D, includes all shares of Class B Common Stock issuable upon conversion of all outstanding shares of Class A Common Stock, Class A





1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
**Peter H. Coors**
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input type="radio"/>
(b)	<input type="radio"/>
  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  
United States of America
- |   |     |   |
|---|-----|---|
|   | 7.  | Sole Voting Power<br>149,587.41 <b>(1)</b>        |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>10,058,124 <b>(2)</b>      |
|   | 9.  | Sole Dispositive Power<br>149,587.41 <b>(1)</b>   |
|   | 10. | Shared Dispositive Power<br>10,058,124 <b>(2)</b> |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,211,366 **(3)**
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
12.1% **(4)**
  14. Type of Reporting Person (See Instructions)  
IN

---

(1) Includes 5,517 shares held in custodian accounts for minor children

(2) Includes reported securities owned by Keystone Financing LLC ( Keystone ). The members of Keystone, including The May Kistler Coors Trust, dated September 24, 1965 (the Trust ), have dispositive power over the reported securities only in the event of a sale of all or substantially all of the assets of Keystone. The Reporting Person is a trustee of the Trust, and in such capacity has, along with the other trustees of the Trust, dispositive power over the reported securities. As such, the Reporting Person is reporting beneficial ownership of all stock held by Keystone directly and the Trust indirectly, but disclaims beneficial ownership of the reported securities owned by Keystone and the Trust except to the extent of his pecuniary interest therein. Also includes 805,130 options to purchase Class B Common Stock with various exercise prices and various expiration dates.

(3) Includes 532 shares held by spouse and 3,123 shares held by children. Also includes 805,130 options to purchase Class B Common Stock with various exercise prices and various expiration dates.

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(4) Using number in Item 11 divided by number of outstanding shares of Class B Common Stock that, for purposes of this Schedule 13D, includes all shares of Class B Common Stock issuable upon conversion of all outstanding shares of Class A Common Stock, Class A Exchangeable Shares of Molson Coors Canada Inc. and Class B Exchangeable Shares of Molson Coors Canada Inc.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
**William K. Coors**
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input type="radio"/>
(b)	<input type="radio"/>
  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  
United States of America
- |   |     |                          |               |
|---|-----|--------------------------|---------------|
|   | 7.  | Sole Voting Power        | 0             |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power      | 9,573,801 (1) |
|   | 9.  | Sole Dispositive Power   | 0             |
|   | 10. | Shared Dispositive Power | 9,573,801 (1) |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
9,573,801
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
11.3% (2)
  14. Type of Reporting Person (See Instructions)  
IN

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(1) Includes reported securities owned by Keystone Financing LLC ( Keystone ). Reporting Person is a Manager of Keystone and in such capacity has voting power over the reported securities, as well as dispositive power over the reported securities except in the event of a sale of all or substantially all of the assets of Keystone. The members of Keystone, including The May Kistler Coors Trust, dated September 24, 1965 (the Trust ), have dispositive power over the reported securities only in the event of a sale of all or substantially all of the assets of Keystone. The Reporting Person is also a trustee of the Trust, and in such capacity has, along with the other trustees of the Trust, dispositive power over the reported securities. As such, the Reporting Person is reporting beneficial ownership of all stock held by Keystone directly and the Trust indirectly, but disclaims beneficial ownership of the reported securities owned by Keystone and the Trust except to the extent of his pecuniary interest therein. Also includes reported securities held with spouse in joint tenancy.

(2) Using number in Item 11 divided by number of outstanding shares of Class B Common Stock that, for purposes of this Schedule 13D, includes all shares of Class B Common Stock issuable upon conversion of all outstanding shares of Class A Common Stock, Class A Exchangeable Shares of Molson Coors Canada Inc. and Class B Exchangeable Shares of Molson Coors Canada Inc.



**Item 1. Security and Issuer**

The class of equity securities to which this Schedule 13D relates is the Class B Common stock, par value of \$0.01 (non-voting) (the Class B Common Stock ), of Molson Coors Brewing Company, a Delaware corporation formerly named Adolph Coors Company (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 each of the following persons pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended (the 1934 Act ), with respect to the Class B Common Stock described in this Schedule 13D: Keystone Financing LLC ( Keystone Financing ); the Adolph Coors, Jr. Trust, dated September 12, 1969 ( the Adolph Coors, Jr. Trust ); the Grover C. Coors Trust, dated August 7, 1952 (the Grover C. Coors Trust ); the Herman F. Coors Trust, dated July 5, 1946 (the Herman F. Coors Trust ); the May Kistler Coors Trust, dated September 24, 1965 (the May Kistler Coors Trust ); the Augusta Coors Collbran Trust, dated July 5, 1946 (the Augusta Coors Collbran Trust ); the Bertha Coors Munroe Trust, dated July 5, 1946 (the Bertha Coors Munroe Trust ); the Louise Coors Porter Trust, dated July 5, 1946 (the Louise Coors Porter Trust ); William K. Coors; Joseph Coors, Jr.; Jeffrey H. Coors; Peter H. Coors; and John K. Coors (collectively, the Reporting Persons ).

The Reporting Persons are making a single joint filing pursuant to Rule 13d-1(k)(1).

A. Limited Liability Company

Name	Principal Place of Business	State of Organization	Principal Business	Managers
Keystone Financing LLC	Mail Stop VR 900 P.O. Box 4030 Golden, Colorado 80401	Delaware	To manage assets for the benefit of its members	William K. Coors Jeffrey H. Coors

B. Trusts

Name	Principal Place of Business	State of Organization	Principal Business	Trustees
Adolph Coors, Jr. Trust	c/o Coors Family Trusts Mail Stop VR 900 P.O. Box 4030 Golden, Colorado 80401	Administered under the laws of the state of Colorado	To manage trust assets for the benefit of a class of beneficiaries	William K. Coors Jeffrey H. Coors Peter H. Coors Christien Coors Ficeli Melissa E. Coors
Grover C. Coors Trust	c/o Coors Family Trusts Mail Stop VR 900 P.O. Box 4030 Golden, Colorado 80401	Administered under the laws of the state of Colorado	To manage trust assets for the benefit of a class of beneficiaries	William K. Coors Jeffrey H. Coors Peter H. Coors John K. Coors
Herman F. Coors Trust	c/o Coors Family Trusts Mail Stop VR 900 P.O. Box 4030 Golden, Colorado 80401	Administered under the laws of the state of Colorado	To manage trust assets for the benefit of a class of beneficiaries	William K. Coors Joseph Coors, Jr. Jeffrey H. Coors Peter H. Coors John K. Coors J. Bradford Coors
May Kistler Coors Trust	c/o Coors Family Trusts Mail Stop VR 900 P.O. Box 4030 Golden, Colorado 80401	Administered under the laws of the state of Colorado	To manage trust assets for the benefit of a class of beneficiaries	William K. Coors Joseph Coors, Jr. Jeffrey H. Coors Peter H. Coors John K. Coors



Name	Principal Place of Business	State of Organization	Principal Business	Trustees
Augusta Coors Collbran Trust	c/o Coors Family Trusts Mail Stop VR 900 P.O. Box 4030 Golden, Colorado 80401	Administered under the laws of the state of Colorado	To manage trust assets for the benefit of a class of beneficiaries	William K. Coors Jeffrey H. Coors Peter H. Coors John K. Coors
Bertha Coors Munroe Trust	c/o Coors Family Trusts Mail Stop VR 900 P.O. Box 4030 Golden, Colorado 80401	Administered under the laws of the state of Colorado	To manage trust assets for the benefit of a class of beneficiaries	William K. Coors Jeffrey H. Coors Peter H. Coors John K. Coors
Louise Coors Porter Trust	c/o Coors Family Trusts Mail Stop VR 900 P.O. Box 4030 Golden, Colorado 80401	Administered under the laws of the state of Colorado	To manage trust assets for the benefit of a class of beneficiaries	William K. Coors Jeffrey H. Coors Peter H. Coors John K. Coors

C. Natural Persons

Each of the following individuals is trustee of one or more of the trusts identified as a manager of Keystone Financing on the date hereof. Under Keystone Financing's limited liability company agreement, each manager has the sole discretion to determine how the Class B Common Stock held by Keystone Financing will be voted or disposed of. Each manager disclaims beneficial ownership of the shares of the Class B Common Stock held by Keystone Financing.

Name	Business Address	Present Principal Occupation
Jeffrey H. Coors	c/o Graphic Packaging Corporation 4455 Table Mountain Dr. Golden, Colorado 80403	Executive Chairman of Graphic Packaging Corporation; Paperboard packaging
Peter H. Coors	c/o Molson Coors Brewing Company 311 10th Street, Mail #NH300 Golden, Colorado 80401	A director of the Company.
William K. Coors	c/o Graphic Packaging Corporation 4455 Table Mountain Dr. Golden, Colorado 80403	Technical advisor to the Company.
Joseph Coors, Jr.	c/o CoorsTek, Inc. 16000 Table Mountain Parkway Golden, Colorado 80403	Retired
John K. Coors	c/o CoorsTek, Inc. 16000 Table Mountain Parkway Golden, Colorado 80403	Chief Executive Officer of CoorsTek, Inc., manufacturer of technical ceramics and related products

Each of the above named persons are citizens of the United States of America.

Neither Keystone Holdings nor any of the above named Trusts or natural persons 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**

Keystone Financing acquired 9,252,994 shares of Class B Common Stock on or about December 18, 2002 as a result of the transfer to it from the Trusts.

Each of the Trusts and each individual Reporting Persons acquired their shares of Class B Common Stock at various times prior to the date hereof.

None of the Class B Common Stock possessed voting rights (other than pursuant to applicable law) prior to the merger described below. As a result of the amendments to the Company's charter undertaken as part of the merger, the Class B Common Stock now possess the right to vote on three of the Company's directors.

By agreement dated as of July 21, 2004, the Adolph Coors Company ( Coors ), Coors Canada Inc., a Canadian corporation and an indirect subsidiary of the Company and now known as Molson Coors Canada, Inc. ( Exchangeco ) and Molson, Inc., a Canadian corporation ( Molson ) entered into a merger-of-equals transaction between Coors and Molson resulting in, among other things, the combination of the operations of Coors and Molson, referred to as the merger. The transactions and approvals necessary to effect the merger were approved by the shareholders 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.

As a result of the amendment to the Company's charter as part of the merger, the Reporting Persons are deemed to have acquired shares of Class B Common Stock.

**Item 4.**

**Purpose of Transaction**

The Reporting Persons pursue an investment objective that seeks capital appreciation. The Reporting Persons 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, the Reporting Persons may participate in interviews or hold discussions with third parties or with management in which the Reporting Persons may suggest or take a position with respect to potential changes in the operations, management, or capital structure of such companies 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, 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 and depending upon the availability of prices deemed favorable by the Reporting Person, it may choose to purchase additional shares of Class B Common Stock from

time to time in the open market, in privately negotiated transactions with third parties, by exercising options or warrants, or otherwise. In addition, depending upon prevailing conditions or other factors, the Reporting Persons may determine to dispose of shares of Class B Common Stock held by it in the open market, in privately negotiated transactions with third parties, or otherwise.

As a director of the Company, Peter H. Coors 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, Peter H. Coors 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.

Except as described herein, the Reporting Persons have no present plans or proposals that relate to or would result in any of the actions described in Item 4(a) through (j) of Schedule 13D under Rule 13d-1(a).

**Item 5. Interest in Securities of the Issuer**

With respect to each Reporting Person, the information relating to the amount of shares beneficially owned, the percent of class, and number of shares as to which such person has sole or shared power to vote or direct the vote, or to dispose or to direct the disposition, are incorporated by reference from such Reporting Person's cover page.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

William K. Coors and Jeffrey H. Coors are the sole managers of Keystone Holdings. As a manager, each has the sole discretion to determine how the Class B Common Stock held by Keystone Financing will be voted or disposed of. Each manager disclaims beneficial ownership of the shares of Class B Common Stock held by Keystone Financing and the other manager.

William K. Coors, Joseph Coors, Jr., Jeffrey H. Coors, Peter H. Coors, and John K. Coors presently serve or in the past served as trustees of one or more of the Adolph C. Coors, Jr. Trust, the Grover C. Coors Trust, the Herman F. Coors Trust, the May Kistler Coors Trust, the Augusta Coors Collbran Trust, the Bertha Coors Munroe Trust, and the Louise Coors Porter Trust.

Each trust has three or more trustees. Under the trust agreement evidencing each of the trusts (other than the May Kistler Coors Trust), the affirmative vote of a majority of the trustees is required either to determine how shares of Class B Common Stock held by the trust will be voted or to dispose of any shares of Class B Common Stock held by the trust. The affirmative vote of all of the trustees of the May Kistler Coors Trust is required to determine how shares of

Class B Common Stock held by the trust will be voted or to dispose of any shares of Class B Common Stock by the trust.

In connection with the merger, the Adolph Coors Jr. Trust, Pentland Securities (1981), Inc., the former controlling shareholder of Molson ( Pentland ) and 4280661 Canada Inc., a subsidiary of Pentland ( Subco ) entered into a Voting Agreement regarding the voting of their respective Class A Common Stock and Class A Exchangeable Shares (the Voting Agreement ). Further, the Adolph Coors Jr. Trust, Pentland and Wilmington Trust Company as trustee (the U.S. Trustee ) entered into the Class A Common Stock Molson Coors Brewing Company Voting Trust Agreement ( U.S. Voting Trust Agreement ) regarding the Class A Common Stock deposited into the resulting trust by the Adolph Coors Jr. Trust and Pentland, and the Adolph Coors Jr. Trust, Pentland, Subco and the Royal Trust Company as trustee (the Canadian Trustee ) entered into the Class A Exchangeable Shares Molson Coors Canada Inc. Voting Trust Agreement (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 Subco, 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 Adolph Coors Jr. Trust, Pentland, and certain other Molson family entities (collectively, the Other Molson Stockholders ) entered into the 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, if any, 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.

The Voting Agreement, each of the Voting Trust Agreements and the Registration Rights Agreement (collectively, the Agreements ) are incorporated by reference hereto as Exhibits 99.3, 99.4, 99.5 and 99.6, respectively, and are incorporated into this Item 3 by reference. The following is a summary of the Agreements. The following summaries are qualified in their entirety by the complete text of such Agreement.

#### *Voting Agreement*

The Adolph Coors Jr. Trust, Pentland and Subco entered into the Voting Agreement with respect to the Class A Common Stock owned by the Adolph Coors Jr. Trust and the Class A Exchangeable Shares and Class A Common Stock owned by Pentland and Subco following the completion of the merger. Under the Voting Agreement, the parties agree 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.

*Voting Trust Agreements*

The Adolph Coors Jr. Trust, Pentland, Subco and the Canadian Trustee have entered into the Canadian Voting Trust Agreement with respect to the Class A Exchangeable Shares owned by Pentland and Subco following the completion of the merger. The Adolph Coors Jr. Trust, Pentland and the U.S. Trustee have entered into the U.S. Voting Trust Agreement with respect to the Class A Common Stock owned by the Adolph Coors Jr. 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. A copy of each of the Voting Trust Agreements is attached as Exhibit 99.4 and Exhibit 99.5, respectively. Each of the Voting Trust Agreements contain substantially identical terms.

The Adolph Coors Jr. Trust, Pentland and Subco have entered into the Voting Trust Agreements in order to secure their respective obligations to vote the Class A Common Stock owned by the Adolph Coors Jr. Trust and Pentland and the Class A Exchangeable Shares owned by Pentland and Subco 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 Adolph Coors Jr. Trust has deposited into these trust arrangements all of its shares of Class A Common Stock. Pentland has deposited into these trust arrangements all of its Class A Exchangeable Shares and Class A Common Stock. Subco has deposited into the trust arrangements all of its 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:

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;

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

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.

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.

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 Adolph Coors Jr. Trust is the representative to act on its behalf of the beneficiaries of the Coors family group and Pentland is the representative to act on behalf of the beneficiaries of the 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 who 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 Adolph Coors, Jr. Trust and any other Coors family stockholders who 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 Adolph Coors Jr. Trust and any other Coors family beneficiary who become parties to the Voting Trust Agreements is 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.

#### *Registration Rights Agreement*

The Adolph Coors Jr. Trust, Pentland and the Other Molson Stockholders are parties to a Registration Rights Agreement that became effective upon the completion of the merger.

The Registration Rights Agreement provides that the beneficiaries of the Voting Trust Agreements and the Other Molson Stockholders, as well as members of the Coors family group and the Molson family group, 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 Molson Stockholder is eligible to request no more than five registrations. The 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 Company Class B common stock issued or issuable upon conversion of Class A Common Stock, Class B exchangeable shares of Exchangeco, or Class A Exchangeable Shares or other Company Class B Common Stock, 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, which approval will not be unreasonably withheld, by the Company.

The Registration Rights Agreement also provides that, with certain exceptions, the eligible stockholders will have certain incidental registration rights in the event that 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 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.

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 it and any other person with respect to any of the Class B Common Stock, 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.

**Item 7. Material to Be Filed as Exhibits**

The following Exhibits are incorporated herein:

- 99.1 Joint Filing Agreement, dated February 17, 2005.
- 99.2 Power of Attorney
- 99.3 Voting Agreement, dated as of February 2, 2005, by and among Pentland Securities (1981) Inc., 4280661 Canada Inc., and Adolph Coors, Jr. Trust dated September 12, 1969. (Incorporated by reference to Exhibit 99.1 to the Schedule 13D filed with the Securities and Exchange Commission on February 22, 2005 with respect to the Class A Common Stock of Molson Coors Brewing Company by the Adolph Coors, Jr. Trust.)
- 99.4 Class A Common Stock Molson Coors Brewing Company Voting Trust Agreement, dated as of February 9, 2005, by and among Wilmington Trust Company, Pentland Securities (1981) Inc., and Adolph Coors, Jr. Trust dated September 12, 1969. (Incorporated by reference to Exhibit 99.2 to the Schedule 13D filed with the Securities and Exchange Commission on February 22, 2005 with respect to the Class A Common Stock of Molson Coors Brewing Company by the Adolph Coors, Jr. Trust.)
- 99.5 Class A Exchangeable Shares Molson Coors Canada Inc. Voting Trust Agreement, dated as of February 9, 2005, by and among the Royal Trust Company, Pentland Securities (1981) Inc., and Adolph Coors, Jr. Trust dated September 12, 1969. (Incorporated by reference to Exhibit 99.3 to the Schedule 13D filed with the Securities and Exchange Commission on February 22, 2005 with respect to the Class A Common Stock of Molson Coors Brewing Company by the Adolph Coors, Jr. Trust.)
- 99.6 Registration Rights Agreement among Adolph Coors Company (to be known as Molson Coors Brewing Company), dated as of February 9, 2005, by and among 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.)



**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.

February 21, 2005  
Date

/s/ Jeffrey H. Coors  
Signature

*Jeffrey H. Coors, Trustee in His Individual Capacity and  
as Attorney-in-Fact*  
Name/Title

Power of Attorney for Adolph Coors, Jr. Trust; Grover C.  
Coors Trust; May Kistler Coors Trust; Herman F. Coors  
Trust; Augusta Coors Collbran Trust; Bertha Coors  
Munroe Trust; Louise Coors Porter Trust; William K.  
Coors; Jeffrey H. Coors; John K. Coors; Joseph Coors, Jr.;  
and Peter H. Coors; filed as Exhibit 99.1 to this filing.