

## **SUPERIOR COURT**

**CANADA  
PROVINCE OF QUEBEC  
DISTRICT OF MONTREAL**

**No: 500-06-000314-050**

**DATE: December 12, 2008**

---

**IN THE PRESENCE OF: THE HONOURABLE LOUIS-PAUL CULLEN, J.S.C.**

---

**BOYS AND GIRLS CLUB OF LONDON FOUNDATION  
and  
EDELTRAUD T. LEISSER  
Petitioners**

**v.  
MOLSON COORS BREWING COMPANY  
and  
PETER H. COORS  
and  
W. LEO KIELY III  
and  
CHARLES M. HERINGTON  
and  
FRANKLIN W. HOBBS  
and  
RANDAL OLIPHANT  
and  
PAMELA PATSLEY  
and  
WAYNE SANDERS  
and  
ALBERT C. YATES  
and  
DAVID D.G. BARNES  
and**

500-06-000314-050

PAGE: 2

**PETER M.R. KENDALL**

and

**TIMOTHY V. WOLF**

Respondents

---

**JUDGMENT**

---

[1] The Petitioners submit a "Re-amended motion for leave to publish a notice to class members concerning a motion for authorization and approval of a class action settlement (Articles 1025, 1027 and following C.C.P.)" (the "Motion").

[2] Their "Re-amended motion for authorization", dated October 26, 2007, seeks authorization for the institution and prosecution of a class action, with the Co-Petitioners Foundation and Leisser as Class Representatives on behalf of the following group:

All persons and legal persons established for a private interest, partnerships or associations that during the twelve month period preceding the present motion, had under its direction or control not more than fifty (50) persons bound to it by contract of employment, wherever they may reside or be domiciled, who were formerly security-holders of Molson Inc. and who received securities of Molson Coors Brewing Company, or securities that are exchangeable for securities of Molson Coors Brewing Company, as a result of the takeover of Molson Inc. by Adolph Coors Brewing Company on February 9, 2005; excluded from the class are all of the individual respondents, any officers, directors or employees of Molson Coors Brewing Company or any subsidiary or affiliate of Molson Coors Brewing Company, any entity in respect of which any excluded entity or individual has a controlling interest, and any legal representatives, heirs, successors or assigns of any excluded entity or individual.

[3] The hearing of the "Re-amended motion for authorization", which commenced in October 2007, was continued as a result of an amendment brought to the proceeding during the hearing, and the decision was later suspended at the request of the parties.

[4] Related lawsuits are pending in the Superior Court of Quebec, the Ontario Superior Court of Justice and the United States District Court for the District of Delaware.

[5] In November 2008, the parties executed a Stipulation and Settlement Agreement, whereby they agreed in principle with the parties to all related lawsuits to resolve all judicial claims in the whole, without any admissions whatsoever and subject to several conditions, one of which is the approval of such settlement by the United States District Court for the District of Delaware and by this Court.

500-06-000314-050

PAGE: 3

[6] The Motion seeks that this Court define as follows the group on behalf of which the Petitioners intend to act (the "Canadian Class"):

All persons and entities resident or domiciled in Canada: (i) that, as former shareholders of Molson, received shares of Molson Coors as a result of the February 9, 2005 merger of Molson and Coors; (ii) that were open market purchasers of the common stock of Coors from July 22, 2004 through February 9, 2005, inclusive; or (iii) that were open market purchasers of the common stock of Molson Coors, from the completion of the merger of Molson and Coors through April 27, 2005, inclusive, and who were allegedly damaged thereby, and including the plaintiffs in the Additional Canadian Actions and all persons and entities resident or domiciled in Canada included within the putative classes on whose behalf the Additional Canadian Actions were brought. Legal persons established for a private interest, partnership or association, who employed more than 50 persons at any time during the period from October 25, 2004 to October 25, 2005, and who otherwise fit the above description, are not included in the Canadian Class. Such persons are however, included in the U.S. Class. Excluded from the Canadian Class are the Excluded Persons.

[7] The "Additional Canadian Actions" are defined in the Stipulation and Settlement Agreement as "(...) the *Ayotte-Englot* Ontario Action, Court File No. 05/31136, the *Fenn* Ontario Action, Court File No. 48443 CP, and the *Ayotte-Englot* Quebec Action, Court File No. 550-06-000022-054".

[8] Pursuant to Article 1025 C.C.P., the conditional settlement of a class action is valid only if approved by the court after publication of a notice stating to the members of the group:

(a) that the transaction will be submitted to the court for approval, specifying the date and place of such proceeding;

(b) the nature of the transaction and the method of execution;

(c) the procedure to be followed by the members to prove their claims; and

(d) that the members have the right to present their arguments to the court as regards the transaction and the distribution of any balance remaining.

[9] Settlement has occurred before the class action was authorized.

[10] Authorization of a class action may be granted, however, for the sole purpose of submitting a settlement for approval by the court.

[11] The Respondents consent to the authorization of the "Re-amended motion for authorization" only to effectuate the settlement.

500-06-000314-050

PAGE: 4

[12] Should this Court ultimately refuse to approve the settlement, the Petitioners may continue to proceed with the "Re-amended motion for authorization", which the Respondents will be at liberty to continue to oppose.

[13] Pursuant to Article 1046 C.C.P., every notice that must be given to the members must be written in plain language that will be easily understood by the persons to whom it is addressed.

[14] The Court has reviewed all of the material that accompanies the Motion and is satisfied that this requirement is met.

[15] Considering the allegations of the Motion supported by the detailed affidavit of Monique L. Radlein, dated December 1, 2008, the terms of the Stipulation and Settlement Agreement executed in November 2008 and of the "Supplemental Agreement", the exhibits, the Respondents' qualified consent to the authorization of the class action and the utility of achieving inter-jurisdictional harmonization of the authorization process in a manner which does not prejudice the members.

**FOR THESE REASONS, THE COURT:**

**AUTHORIZES** the class action in this file for the purposes of settlement only;

**ORDERS** that the following definitions, where applicable, be incorporated into the Notices, the Plan of Notice and the Proof of Claim:

"Additional Canadian Actions" means the *Ayotte-Englot* Ontario Action, Court File No. 05/31136, the *Fenn* Ontario Action, Court File No. 48443 CP, and the *Ayotte-Englot* Quebec Action, Court File No. 550-06-000022-054.

"Class Period" means July 22, 2004 through April 27, 2005, inclusive.

"Class" means all members of the U.S. Class and the Canadian Class, both individually and collectively.

"Class Member" means a member of the Class.

"Coors" means the Adolph Coors Company.

"Excluded Person(s)" means: (i) the Defendants; (ii) members of the immediate family of each of the individual defendants; (iii) each person who at any time served as an officer or director of Molson Coors, Molson, or Molson Coors Canada, and members of their respective immediate families; (iv) any person, firm, trust, corporation, officer, director or other individual or entity in which any Defendant has or had, during the Class Period, a controlling interest or which is related to or affiliated with any of the Defendants; and (v) any putative members of the Class who timely and

500-06-000314-050

PAGE: 5

validly request exclusion from the Class in accordance with the requirements set forth in the Notices to putative Class Members approved by the Courts as provided for herein.

"Molson" means Molson Inc.

"Molson Coors" means Molson Coors Brewing Company and its predecessors, parents, subsidiaries, affiliates, successors, and assigns.

"Notice" means the "Notice of Class Actions and Proposed Settlement", giving Class Members notice of this Settlement substantially in the form of Exhibit "RA-2" to the Radlein Affidavit.

"Notice Date" means the date by which the Notice and Publication Notice shall be mailed and or published as the case may be.

"Notices" means, collectively, the "Notice of Class Actions and Proposed Settlement" and the "Summary Notice of Class Actions, Proposed Settlement, and Settlement Hearings" giving Class Members notice of this Settlement substantially in the forms attached to the Radlein Affidavit as Exhibits "RA-2" and "RA-3", respectively.

"Plan of Notice" means the revised plan for providing notice of the Settlement to Class Members substantially in the form attached to the Radlein Affidavit as Exhibit "RA-5".

"Proof of Claim" means the form to be submitted by Canadian Class Members and U.S. Class Members substantially in the form attached to the Radlein Affidavit as Exhibit "RA-4".

"Settlement" means the resolution of the Canadian and U.S. Actions as provided in the Stipulation and Settlement Agreement, dated November 6, 2008.

"U.S. Class" means the class to be certified, for purposes of settlement only, by the United States District Court for the District of Delaware comprising all persons and entities: (i) that, as former shareholders of Molson, received shares of Molson Coors as a result of the February 9, 2005 merger of Molson and Coors; (ii) that were open market purchasers of the common stock of Coors from July 22, 2004 through February 9, 2005, inclusive; or (iii) that were open market purchasers of the common stock of Molson Coors, from the completion of the merger of Molson and Coors through April 27, 2005, inclusive, and who were allegedly damaged thereby, other than members of the Canadian Class and Excluded Persons.

**ORDERS** that the "Canadian Class" be defined as:

500-06-000314-050

PAGE: 6

All persons and entities resident or domiciled in Canada: (i) that, as former shareholders of Molson, received shares of Molson Coors as a result of the February 9, 2005 merger of Molson and Coors; (ii) that were open market purchasers of the common stock of Coors from July 22, 2004 through February 9, 2005, inclusive; or (iii) that were open market purchasers of the common stock of Molson Coors, from the completion of the merger of Molson and Coors through April 27, 2005, inclusive, and who were allegedly damaged thereby, and including the plaintiffs in the Additional Canadian Actions and all persons and entities resident or domiciled in Canada included within the putative classes on whose behalf the Additional Canadian Actions were brought. Legal persons established for a private interest, partnership or association, who employed more than 50 persons at any time during the period from October 25, 2004 to October 25, 2005, and who otherwise fit the above description, are not included in the Canadian Class. Such persons are however, included in the U.S. Class. Excluded from the Canadian Class are the Excluded Persons.

**ASCRIBES** to Boys and Girls Club of London Foundation and to Edeltraud T. Leisser the status of representatives of the "Canadian Class", solely for the purpose of settlement;

**AUTHORIZES and ORDERS** notification in accordance with the Plan of Notice appended to the present judgment;

**ORDERS** that both an English and French version of the Notice and of the Proof of Claim forms shall be mailed by first class mail, postage prepaid, on or before the Notice Date to those individuals and entities with a Canadian address;

**ORDERS** that the deadline for filing an objection to the Settlement is March 19, 2009;

**ORDERS** that the deadline for filing a Proof of Claim is March 19, 2009;

**DECLARES** that Class Members may file an objection whether or not they file a Proof of Claim;

**ORDERS** that the deadline for opting-out of the Canadian Class is March 19, 2009;

**DECLARES** that any Canadian Class Member who has not validly opted out of the Canadian Class described in the Settlement will be bound by both the Settlement and any and all judgments authorizing the class action for settlement purposes only and approving the Settlement;

**DECLARES** that any Canadian Class Member who does not discontinue any suit he or she has brought concerning claims which judgment in the within action would decide, prior to the expiry of the date for exclusion from the Canadian Class, shall be deemed to

500-06-000314-050

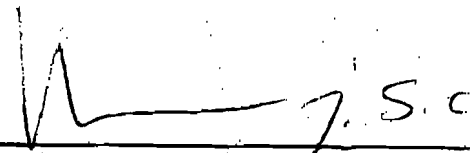
PAGE: 7

have opted out, except for the plaintiffs or petitioners, as the case may be, in the Additional Canadian Actions;

**SETS** the hearing for the motion for approval of the class action Settlement and approval of attorney fees as between the Petitioners and their counsel at 9:30 a.m. on April 2, 2009 at the Montreal Courthouse, 1 Notre Dame Street East, Montreal, in a room to be determined by the court;

**AUTHORIZES AND ORDERS** that Notices materially identical to those appended to the present judgment be published pursuant to the Plan of Notice filed into the Court record;

**THE WHOLE** without costs.

---

LOUIS-PAUL CULLEN, J.S.C.

Me Chantal Perreault  
PAQUETTE GADLER INC.  
Attorneys for the Co-Petitioners

Me François Giroux  
McCARTHY TÉTREAULT  
Attorneys for the Respondents

RA-5

**EXHIBIT C-4 – PLAN OF NOTICE**

**CANADA  
PROVINCE OF QUEBEC  
DISTRICT OF MONTREAL**  
No: 500-06-000314-050

**(CLASS ACTION)  
SUPERIOR COURT**

**BOYS AND GIRLS CLUB OF LONDON  
FOUNDATION, ET AL.**

*Plaintiff*

**v.**

**MOLSON COORS BREWING  
COMPANY, ET AL.**

*Defendants*

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

-----	X	
	:	
<b>IN RE MOLSON COORS BREWING</b>	:	<b>Civil Action No. 1:05-cv-00294-GMS</b>
<b>COMPANY SECURITIES LITIGATION</b>	:	<b>(Consolidated)</b>
	:	
-----	X	

**PLAN OF NOTICE**

**DEFINITIONS**

Capitalized terms herein have the same meaning as in the Stipulation and Settlement Agreement dated November 6, 2008 (the "Stipulation"). In addition, for purposes of this Plan of Notice:

"CDS" means the Canadian Depository for Securities Limited, which is a Canadian national securities depository.

"Pre-Approval Date" means the date upon which both the U.S. Preliminary Approval Order and the Canadian Pre-Approval Order have been issued.

"SCAS" means Securities Class Action Services, a U.S. based consulting firm, owned and operated by Institutional Shareholder Services, with over 2,000 institutional investor clients worldwide.



**PART 1: NOTIFICATION TO DATE**

In November 2008, Canadian Class Counsel and U.S. Lead Plaintiffs' Counsel posted the executed Stipulation and a brief explanation about the Settlement of the Actions on their firm websites, [www.classaction.ca](http://www.classaction.ca) and [www.labaton.com](http://www.labaton.com).

**PART 2: NOTICE PROGRAM**

Within 10 business days of the Pre-Approval Date, or as otherwise ordered by the Courts, the Notice of Class Actions and Proposed Settlement ("Notice") and Proof of Claim form will be posted on the websites of Canadian Class Counsel at [www.classaction.ca](http://www.classaction.ca) and U.S. Lead Plaintiffs' Counsel at [www.labaton.com](http://www.labaton.com). Within that same period, the Notice and Proof of Claim form will also be posted on the webpage established by the Claims Administrator for purposes of administering the Settlement.

The Notice and Summary Notice of Class Actions, Proposed Settlement, and Settlement Hearings for publication ("Publication Notice") will also be disseminated as follows:

**National Notice in Canada and the United States**

Plaintiffs' Counsel shall cause the Publication Notice, which notice will be in at least 6 point font, to be published within 14 calendar days of the mailing of the Notice and Proof of Claim forms, as described below.

In Canada, such publication will be made in the English language in the business/legal section of the national edition of the *National Post* and in the French language in the business sections of *La Presse* and *Journal de Quebec*. The English and French language versions of the Publication Notice will also be issued across *Marketwire*, a major business newswire in Canada.

In the U.S., such publication will be made in the English language only in the national edition of *Investor's Business Daily*, and by issuance across *PrimeZone*, a major national business newswire in the U.S.

In addition to print and wire publication, the Claims Administrator will send SCAS and CDS letters, together with a copy of the Notice and Publication Notice, advising SCAS and CDS of the Settlement so that they can advise their institutional clients and/or participating brokerages of the Settlement, the applicable deadlines and their obligations to beneficial owners.

**Individual Notice**

Molson Coors shall, at its own expense, provide to the Claims Administrator to the extent reasonably available all information reasonably requested from Molson Coors's transfer records concerning the identity and last known address of Class Members and their transactions during the Class Period. Canadian Class Counsel and U.S. Lead Plaintiffs' Counsel will forward to the Claims Administrator the identities and last-known addresses of all Class Members known to them.

The Claims Administrator shall directly mail by first class mail, postage prepaid, within 10 business days of the Pre-Approval Date,

(1) to those individuals or entities with a Canadian address: a copy of the Notice and the Proof of Claim form in both the English and French languages, to the last-known address of all individuals and entities who can be identified with reasonable effort as Class Members in the materials provided to it by Molson Coors and by Canadian Class Counsel and U.S. Lead Plaintiffs' Counsel; and

(2) to all other addresses: a copy of the Notice and the Proof of Claim form in the English language, to the last-known address of all individuals and entities who can be identified with reasonable effort as Class Members in the materials provided to it by Molson Coors and by Canadian Class Counsel and U.S. Lead Plaintiffs' Counsel.

The Claims Administrator will also make available to the public a toll-free number and e-mail address that will enable Class Members to obtain more information about the Settlement and the opt-out and claims processes, and will mail or e-mail a copy of the Notice and Proof of Claim form to any person who requests those documents from the Claims Administrator. Additionally, both Canadian Class Counsel and U.S. Lead Plaintiffs' Counsel will make available to the public a toll-free number that will enable Class Members to obtain more information about the Settlement and the opt-out and claims processes. Canadian Class Counsel and U.S. Lead Plaintiffs' Counsel will mail or e-mail a copy of the Notice, Stipulation, and Proof of Claim form to any person who requests same.

### **PART 3: APPROVAL NOTIFICATION**

Within 3 business days after the issuance by either of the Courts of any order granting or refusing to approve the Settlement, such orders will be posted on the websites of Canadian Class Counsel at [www.classaction.ca](http://www.classaction.ca), U.S. Lead Plaintiffs' Counsel at [www.labaton.com](http://www.labaton.com), and on the webpage to be established by the Claims Administrator to assist the administration of the Settlement. Such orders will also be sent directly to any person who requests them. Class Members will be made aware of the availability of those orders through the Notice.