

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

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IN RE MOLSON COORS BREWING : Civil Action No. 1:05-cv-00294-GMS
COMPANY SECURITIES LITIGATION : (Consolidated)
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**~~PROPOSED~~ ORDER AMENDING NOVEMBER 18, 2008 PRELIMINARILY
APPROVAL ORDER AND PROVIDING FOR NOTICE**

WHEREAS, on November 6, 2008, the parties to the above-captioned action (the “U.S. Action”) entered into a Stipulation and Settlement Agreement (the “Stipulation”), which is subject to review under Rule 23 of the Federal Rules of Civil Procedure and which, together with the exhibits thereto, sets forth the terms and conditions for the proposed settlement of this action (“Settlement”) and related actions pending in Canada; and

WHEREAS, it is a condition to the effectiveness of the proposed Settlement that the related actions pending in Canada also be settled or dismissed and that the Settlement be approved by the Superior Court of Quebec;

WHEREAS, the Superior Court of Quebec authorized a class action for settlement purposes on December 12, 2008, set a schedule for certain events related to the Settlement and requested certain modifications to the notice documents that are exhibits to the Stipulation;

NOW, THEREFORE, the Court having considered the Joint Motion to Modify Settlement Schedule and Approve Revised Notices of the parties to this Action, IT IS HEREBY ORDERED that:

1. All capitalized terms used herein shall have the meanings set forth in the Stipulation.
2. The Court’s November 18, 2008 order preliminarily approving the Settlement is

amended as set forth below but otherwise remains in effect.

3. A hearing (the "Settlement Hearing"), pursuant to Rule 23(e) of the Federal Rules of Civil Procedure, is hereby scheduled to be held before the Court on ~~April 9~~^{May 18}, 2009 at 2:00 p.m. at the United States District Court for the District of Delaware, J. Caleb Boggs Federal Building, 844 N. King Street, Wilmington, DE 19801. The purpose of the Settlement Hearing will be to determine, among other things, whether the proposed Settlement is fair, reasonable and adequate to the U.S. Class Members, and should be approved by the Court; whether the U.S. Action Judgment as provided under the Stipulation should be entered; whether the proposed Plan of Allocation of the proceeds of the Settlement is fair and reasonable as to U.S. Class Members, and should be approved by the Court; and whether U.S. Lead Plaintiffs' Counsel's application for an award of attorneys' fees and for reimbursement of expenses should be granted. The Court may adjourn the Settlement Hearing without further notice to U.S. Class Members.

4. The Court approves the form, substance, and requirements of the Notice of Class Actions and Proposed Settlement (the "Notice"), the Proof of Claim and Release ("Proof of Claim"), and Summary Notice of Class Actions, Proposed Settlement and Settlement Hearings (the "Publication Notice"), annexed hereto as Exhibits 1, 2 and 3, respectively, and finds that distribution of the Notice and publication of the Publication Notice as set forth in the Plan of Notice annexed hereto as Exhibit 4 meets the requirements of Rule 23 of the Federal Rules of Civil Procedure, Section 21D(a)(7) of the Securities Exchange Act of 1934, as amended, 15 U.S.C. 78u-1(a)(7), including by the Private Securities Litigation Reform Act of 1995 (the "PSLRA"), Rule 23.1 of the Local Rules of the District of Delaware, due process, and other applicable law in the United States. The Court further finds that such notice is the best notice practicable under the circumstances and shall constitute due and sufficient notice to all persons

and entities entitled thereto.

5. The Notice and Proof of Claim shall be mailed by first class mail, postage prepaid, on or before **December 19, 2008** ("Notice Date") to all U.S. Class Members who can be identified with reasonable effort.

6. All U.S. Class Members shall be bound by all determinations and judgments in the U.S. Action concerning the Settlement, including the releases provided for therein, whether favorable or unfavorable to the U.S. Class, unless such persons request exclusion from the U.S. Class in a timely and proper manner, as hereinafter provided. U.S. Class Members wishing to exclude themselves must make a written request in the manner prescribed in the Notice. Unless the Court orders otherwise, all requests for exclusion must be postmarked no later than 90 calendar days after the Notice Date, namely by **March 19, 2009**. U.S. Class Members who submit timely and valid requests for exclusion shall have no rights under the Stipulation, shall not be entitled to receive any payment out of the Net Settlement Fund, and shall not be bound by the Stipulation or the U.S. Action Judgment.

7. The Court will consider objections to the Settlement, the Plan of Allocation, or the award of attorneys' fees and reimbursement of expenses only if such objections and any supporting papers are filed in writing with:

Clerk of the Court
United States District Court for the District of Delaware
J. Caleb Boggs Federal Building
844 N. King Street
Wilmington, DE 19801

and copies of all such papers are mailed to each of the following and postmarked on or before, **March 19, 2009**, at least 21 calendar days prior to the date set herein for the Settlement Hearing:

U.S. Lead Plaintiffs' Counsel:

Nicole M. Zeiss, Esq.
Labaton Sucharow LLP
140 Broadway
New York, NY 10005

William Narwold, Esq.
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One Corporate Center
20 Church Street, 17th Floor
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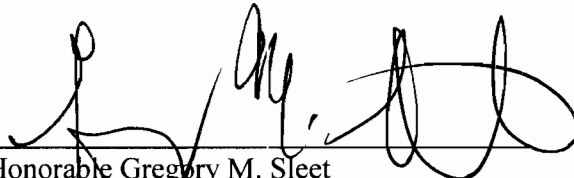
Defendants' U.S. Counsel:

Michael R. Young, Esq.
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8. The Court retains jurisdiction over the U.S. Action to consider all further matters arising out of, or connected with, the Settlement.

Dated: December 18, 2008


Honorable Gregory M. Sleet
UNITED STATES DISTRICT JUDGE

