

CONSTELLATION BRANDS INC
Form POS EX
July 14, 2003

As filed with the Securities and Exchange Commission on July 14, 2003

Registration No. 333-63480

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

Filed Pursuant to Rule 462(d)

TO

FORM S-3

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

| | | |
|--------------------------|---|-------------------|
| Delaware | Constellation Brands, Inc. | 16-0716709 |
| | and its subsidiary guarantors: | |
| New York | Batavia Wine Cellars, Inc. | 16-1222994 |
| New York | Canandaigua Wine Company, Inc. | 16-1462887 |
| New York | Constellation International Holdings Limited | 16-1195581 |
| New York | Roberts Trading Corp. | 16-0865491 |
| England and Wales | Canandaigua Limited | 98-0198402 |

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| | | |
|---|---|---|
| The Netherlands | Canandaigua B.V. | 98-0205132 |
| Delaware | Franciscan Vineyards, Inc. | 94-2602962 |
| California | Allberry, Inc. | 68-0324763 |
| California | Cloud Peak Corporation | 68-0324762 |
| California | M.J. Lewis Corp. | 94-3065450 |
| California | Mt. Veeder Corporation | 94-2862667 |
| Delaware | Barton Incorporated | 36-3500366 |
| Delaware | Barton Brands, Ltd. | 36-3185921 |
| Maryland | Barton Beers, Ltd. | 36-2855879 |
| Connecticut | Barton Brands of California, Inc. | 06-1048198 |
| Georgia | Barton Brands of Georgia, Inc. | 58-1215938 |
| New York | Barton Distillers Import Corp. | 13-1794441 |
| Delaware | Barton Financial Corporation | 51-0311795 |
| Illinois | Barton Canada, Ltd. | 36-4283446 |
| Wisconsin | Barton Beers of Wisconsin, Ltd. | 39-0638900 |
| Illinois | Monarch Import Company | 36-3539106 |
| (State or other jurisdiction of incorporation or organization) | (Exact name of registrants as specified in their charters) | (I.R.S. Employer Identification No.) |

300 WillowBrook Office Park

Fairport, New York 14450

716-218-2169

(Address, including zip code, and telephone number, including area code,
of registrants principal executive offices)

Thomas J. Mullin, Esq.

Executive Vice President and General Counsel

Constellation Brands, Inc.

300 WillowBrook Office Park

Fairport, New York 14450

585-218-3650

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copy to:

Bernard S. Kramer, Esq.

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McDermott, Will & Emery

227 West Monroe Street

Chicago, Illinois 60606-5096

Approximate date of commencement of proposed sale of securities to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. "

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Form S-3 Registration Statement is being filed solely to add Exhibits 12, 23.3 and 23.4 hereto to the Registration Statement on Form S-3 (Registration No. 333-63480) in accordance with Rule 462(d) under the Securities Act of 1933, as amended.

PART II

INFORMATION NOT REQUIRED IN THE PROSPECTUS

ITEM 16. Exhibits

| Exhibit Number | Description of Exhibit |
|----------------|---|
| 1* | Form of Underwriting Agreement |
| 4.1** | Indenture, dated February 25, 1999, by and among the registrants and BNY Midwest Trust Company (as successor to Harris Trust and Savings Bank) (filed as Exhibit 99.1 to the registrant's Current Report on Form 8-K filed on March 3, 1999, and incorporated herein by reference) |
| 4.2** | Supplemental Indenture No. 3, dated August 6, 1999, by and among the registrants and BNY Midwest Trust Company (as successor to Harris Trust and Savings Bank) (filed as Exhibit 4.20 to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended August 31, 1999, and incorporated herein by reference) |
| 4.3** | Supplemental Indenture No. 4, dated May 15, 2000, by and among the registrants and BNY Midwest Trust Company (as successor to Harris Trust and Savings Bank) (filed as Exhibit 4.1 to the registrant's Current Report on Form 8-K filed on May 12, 2000, and incorporated herein by reference) |
| 4.4** | Supplemental Indenture No. 5, dated September 14, 2000, by and among the registrants and BNY Midwest Trust Company (as successor to The Bank of New York) (filed as Exhibit 4.1 to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended August 31, 2000, and incorporated herein by reference) |
| 4.5** | Indenture, dated February 21, 2001, by and among the registrants and BNY Midwest Trust Company (filed as Exhibit 4.1 to the registrant's Registration Statement on Form S-4 (No. 333-60720) and incorporated herein by reference) |
| 4.6** | Supplemental Indenture No. 6, dated as of August 21, 2001, by and among the registrants and BNY Midwest Trust Company (supplementing the Indenture dated February 25, 1999) |
| 4.7** | Supplemental Indenture No. 1, dated as of August 21, 2001, by and among the registrants and BNY Midwest Trust Company (supplementing the Indenture dated February 21, 2001) |
| 5.1** | Opinion of McDermott, Will & Emery |
| 12 | Computation of Ratio of Earnings to Fixed Charges |
| 23.1** | Consent of Arthur Andersen LLP |
| 23.2** | Consent of McDermott, Will & Emery (included as part of Exhibit 5.1) |
| 23.3 | Consent of KPMG LLP |
| 23.4 | Consent of PricewaterhouseCoopers |
| 24** | Powers of Attorney (included on the signature pages of the registration statement) |
| 25.1** | Statement of Eligibility of Trustee on Form T-1 for the indenture filed as Exhibit 4.1 to the registration statement (filed as Exhibit 25 to the registrant's Registration Statement on Form S-3 (No. 333-91587) and incorporated herein by reference) |
| 25.2** | Statement of Eligibility of Trustee on Form T-1 for the indenture filed as Exhibit 4.5 to the registration statement (filed as Exhibit 25.1 to the registrant's Registration Statement on Form S-4 (No. 333-60720) and incorporated herein by reference) |

* To be filed as an exhibit to a report on Form 8-K.

** Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post Effective Amendment No. 1 to Form S-3 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Perinton, State of New York on July 14, 2003.

CONSTELLATION BRANDS, INC.

By: /s/ THOMAS S. SUMMER

 Thomas S. Summer
 Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-3 Registration Statement has been signed by the following persons in the capacities indicated on July 14, 2003.

| <u>Signature</u> | <u>Title</u> |
|--|---|
| <p style="text-align: center;">*</p> <p>_____ Richard Sands</p> | <p>Chairman of the Board, Chief Executive Officer and a Director (Principal Executive Officer)</p> |
| <p style="text-align: center;">*</p> <p>_____ Robert Sands</p> | <p>President, Chief Operating Officer and a Director</p> |
| <p>/s/ THOMAS S. SUMMER</p> <p>_____ Thomas S. Summer</p> | <p>Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)</p> |
| <p style="text-align: center;">*</p> <p>_____ Thomas C. McDermott</p> | <p>Director</p> |
| <p style="text-align: center;">*</p> <p>_____ James A. Locke III</p> | <p>Director</p> |
| <p style="text-align: center;">*</p> <p>_____ Paul L. Smith</p> | <p>Director</p> |

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*

Director

George Bresler

*

Director

Jeananne K. Hauswald

*By: /s/ THOMAS S. SUMMER

Thomas S. Summer
Attorney-in-fact

Elizabeth Kutyla

*

Director

William F. Hackett

*By: /s/ THOMAS S. SUMMER

Thomas S. Summer
Attorney-in-fact

Attorney-in-fact

*By: /s/ THOMAS S. SUMMER

Thomas S. Summer
Attorney-in-fact

Attorney-in-fact

Attorney-in-fact

Attorney-in-fact

*By: /s/ THOMAS S. SUMMER

Thomas S. Summer
Attorney-in-fact

*By: /s/ THOMAS S. SUMMER

Thomas S. Summer
Attorney-in-fact

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Attorney-in-fact

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