

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

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**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**

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

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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**

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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. "

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**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.

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**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

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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>
* <hr/> Richard Sands	Chairman of the Board, Chief Executive Officer and a Director (Principal Executive Officer)
* <hr/> Robert Sands	President, Chief Operating Officer and a Director
/s/ THOMAS S. SUMMER <hr/> Thomas S. Summer	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
* <hr/> Thomas C. McDermott	Director
* <hr/> James A. Locke III	Director
* <hr/> Paul L. Smith	Director

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Director

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George Bresler

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Director

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Jeananne K. Hauswald

\*By: /s/ THOMAS S. SUMMER

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Thomas S. Summer  
Attorney-in-fact

**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.

BATAVIA WINE CELLARS, INC.

By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Treasurer

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.

Signature

Title

/s/ RICHARD SANDS

Richard Sands

President, Chief Executive Officer and a Director (Principal Executive Officer)

/s/ THOMAS S. SUMMER

Thomas S. Summer

Treasurer (Principal Financial Officer and Principal Accounting Officer)

/s/ ROBERT SANDS

Robert Sands

Secretary and a Director

\*By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Attorney-in-fact



**SIGNATURES**

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BARTON INCORPORATED

By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Vice President

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>
* _____ Alexander L. Berk	President, Chief Executive Officer and a Director (Principal Executive Officer)
/s/ THOMAS S. SUMMER _____ Thomas S. Summer	Vice President (Principal Financial Officer and Principal Accounting Officer)
* _____ Troy J. Christensen	Senior Vice President, Treasurer and a Director [?]
* _____ Edward L. Golden	Vice President and a Director
* _____ Richard Sands	Vice President and a Director
* _____ Robert Sands	Vice President and a Director
* _____ Robert Sands	Senior Vice President, Secretary and a Director

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Elizabeth Kutyla

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Director

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William F. Hackett

\*By: /s/ THOMAS S. SUMMER

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Thomas S. Summer  
Attorney-in-fact



Attorney-in-fact



\*By: /s/ THOMAS S. SUMMER

---

Thomas S. Summer  
Attorney-in-fact

**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.

BARTON BRANDS OF CALIFORNIA, INC.

By: /s/ THOMAS S. SUMMER

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Thomas S. Summer  
Vice President

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>
*	President and a Director (Principal Executive Officer)
Alexander L. Berk	
	Vice President
/s/ THOMAS S. SUMMER	(Principal Financial Officer and Principal Accounting Officer)
Thomas S. Summer	
*	Senior Vice President, Treasurer and a Director
Troy J. Christensen	
*	Vice President and a Director
Edward L. Golden	
*	Senior Vice President, Secretary and a Director
Elizabeth Kutyla	

\*By: /s/ THOMAS S. SUMMER

---

Thomas S. Summer

Attorney-in-fact



**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.

BARTON BRANDS OF GEORGIA, INC.

By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Vice President

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> <hr/> Alexander L. Berk	<p>President and a Director (Principal Executive Officer)</p>
<p style="text-align: center;">/s/ THOMAS S. SUMMER</p> <hr/> Thomas S. Summer	<p>Vice President  (Principal Financial Officer and Principal Accounting Officer)</p>
<p style="text-align: center;">*</p> <hr/> Troy J. Christensen	<p>Senior Vice President, Treasurer, and a Director</p>
<p style="text-align: center;">*</p> <hr/> Edward L. Golden	<p>Vice President and a Director</p>
<p style="text-align: center;">*</p> <hr/> Elizabeth Kutyla	<p>Senior Vice President, Secretary and a Director</p>

\*By: /s/ THOMAS S. SUMMER

Thomas S. Summer

Attorney-in-fact

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**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.

BARTON DISTILLERS IMPORT CORP.

By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Vice President

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>
<u>*</u>	President and a Director (Principal Executive Officer)
Alexander L. Berk	
<u>/s/ THOMAS S. SUMMER</u>	Vice President
Thomas S. Summer	(Principal Financial Officer and Principal Accounting Officer)
<u>*</u>	Senior Vice President, Treasurer, and a Director
Troy J. Christensen	
<u>*</u>	Director
Edward L. Golden	
<u>*</u>	Senior Vice President, Secretary and a Director
Elizabeth Kutyla	

\*By: /s/ THOMAS S. SUMMER

Thomas S. Summer

Attorney-in-fact

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**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.

BARTON FINANCIAL CORPORATION

By:         /s/ THOMAS S. SUMMER        

Thomas S. Summer  
Vice President

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>
*	President, Secretary and a Director
_____ Troy J. Christensen	(Principal Executive Officer)
<u>        /s/ THOMAS S. SUMMER        </u>	Vice President
_____ Thomas S. Summer	(Principal Financial Officer and Principal Accounting Officer)
*	Assistant Secretary and a Director
_____ Michael A. Napientek	

\*By:         /s/ THOMAS S. SUMMER        

Thomas S. Summer  
Attorney-in-fact

**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.

BARTON BEERS OF WISCONSIN, LTD.

By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Vice President

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> <hr/> <p>James P. Ryan</p>	<p>President, Chief Executive Officer and a Director (Principal Executive Officer)</p>
<p><u>/s/ THOMAS S. SUMMER</u></p> <hr/> <p>Thomas S. Summer</p>	<p>Vice President (Principal Financial Officer and Principal Accounting Officer)</p>
<p style="text-align: center;">*</p> <hr/> <p>Troy J. Christensen</p>	<p>Senior Vice President, Treasurer and a Director</p>
<p style="text-align: center;">*</p> <hr/> <p>Alexander L. Berk</p>	<p>Executive Vice President and a Director</p>
<p style="text-align: center;">*</p> <hr/> <p>William F. Hackett</p>	<p>Director</p>
<p style="text-align: center;">*</p> <hr/> <p>Elizabeth Kutyla</p>	<p>Senior Vice President, Secretary and a Director</p>

\*By: /s/ THOMAS S. SUMMER

---

Thomas S. Summer  
Attorney-in-fact

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.

MONARCH IMPORT COMPANY

By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Vice President

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>
* _____ James P. Ryan	Chief Executive Officer and Vice President (Principal Executive Officer)
/s/ THOMAS S. SUMMER _____ Thomas S. Summer	Vice President  (Principal Financial Officer and Principal Accounting Officer)
* _____ Troy J. Christensen	Senior Vice President, Treasurer and a Director
* _____ Alexander L. Berk	President and a Director
* _____ William F. Hackett	Vice President and a Director
* _____ Elizabeth Kutyla	Senior Vice President, Secretary and a Director



\*By: /s/ THOMAS S. SUMMER

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Thomas S. Summer  
Attorney-in-fact

**SIGNATURES**

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CANANDAIGUA WINE COMPANY, INC.

By:           /s/ THOMAS S. SUMMER          

Thomas S. Summer  
Treasurer

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.

**Signature**

**Title**

<p style="text-align: center;">*</p> <hr/> <p>Jon Moramarco</p>	<p>President and Chief Executive Officer (Principal Executive Officer)</p>
<p style="text-align: center;">/s/ THOMAS S. SUMMER</p> <hr/> <p>Thomas S. Summer *</p>	<p>Treasurer (Principal Financial Officer and Principal Accounting Officer)</p>
<p style="text-align: center;">Richard Sands *</p> <hr/> <p>Robert Sands</p>	<p>Vice President and a Director</p> <p>Vice President and a Director</p>

\*By:           /s/ THOMAS S. SUMMER          

Thomas S. Summer  
Attorney-in-fact

**SIGNATURES**

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CONSTELLATION INTERNATIONAL HOLDINGS LIMITED

By:                         /s/ THOMAS S. SUMMER

Thomas S. Summer  
Treasurer

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 on July 14, 2003.

<u>Signature</u>	<u>Title</u>
<u>                        /s/ RICHARD SANDS</u> Richard Sands	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>                        /s/ THOMAS S. SUMMER</u> Thomas S. Summer	Treasurer (Principal Financial Officer and Principal Accounting Officer)

**SIGNATURES**

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ROBERTS TRADING CORP.

By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
President and Treasurer

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.

Signature

Title

/s/ THOMAS S. SUMMER

Thomas S. Summer

\*

Richard Sands

\*

Robert Sands

President and Treasurer (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)

Vice President and a Director

Vice President, Secretary and a Director

\*By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Attorney-in-fact

**SIGNATURES**

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CANANDAIGUA LIMITED

By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Finance Director

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 on July 14, 2003.

<u>Signature</u>	<u>Title</u>
<u>*</u> Robert Sands	Chief Executive Officer and a Director (Principal Executive Officer and Authorized Representative in the United States)
<u>/s/ THOMAS S. SUMMER</u> Thomas S. Summer	Finance Director (Principal Financial Officer and Principal Accounting Officer)
<u>*</u> Anne Colquhoun	Secretary and a Director
<u>*</u> Nigel Hodges	Treasurer and a Director

\*By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Attorney-in-fact

**SIGNATURES**

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BARTON CANADA, LTD.

By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Vice President

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>
* _____ Alexander L. Berk	President and a Director (Principal Executive Officer)
/s/ THOMAS S. SUMMER _____ Thomas S. Summer	Vice President  (Principal Financial Officer and Principal Accounting Officer)
* _____ Troy J. Christensen	Senior Vice President, Treasurer and a Director
* _____ Edward L. Golden	Vice President and a Director
* _____ Elizabeth Kutyla	Senior Vice President, Secretary and a Director

\*By: /s/ THOMAS S. SUMMER

---

Thomas S. Summer  
Attorney-in-fact

**SIGNATURES**

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FRANCISCAN VINEYARDS, INC.

By: /s/ THOMAS S. SUMMER  
Thomas S. Summer  
Vice President and Treasurer

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>
<u>*</u> Agustin Francisco Huneeus	President and Chief Executive Officer (Principal Executive Officer)
<u>/s/ THOMAS S. SUMMER</u> Thomas S. Summer	Vice President and Treasurer (Principal Financial Officer and Principal Accounting Officer)
<u>*</u> Richard Sands	Vice President and a Director
<u>*</u> Robert Sands	Vice President and a Director

\*By: /s/ THOMAS S. SUMMER  
Thomas S. Summer  
Attorney-in-fact





**SIGNATURES**

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ALLBERRY, INC.

By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Vice President and Treasurer

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>
<u>*</u> Agustin Francisco Huneeus	President (Principal Executive Officer)
<u>Thomas S. Summer</u>	Vice President and Treasurer (Principal Financial Officer and Principal Accounting Officer)
<u>*</u> Richard Sands	Vice President and a Director
<u>*</u> Robert Sands	Vice President and a Director

\*By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Attorney-in-fact

SIGNATURES

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CLOUD PEAK CORPORATION

By:                                 /s/ THOMAS S. SUMMER

Thomas S. Summer  
Vice President and Treasurer

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>
<u>                                *</u>	President (Principal Executive Officer)
Agustin Francisco Huneus	
<u>                                /s/ THOMAS S. SUMMER</u>	Vice President and Treasurer
Thomas S. Summer	(Principal Financial Officer and Principal Accounting Officer)
<u>                                *</u>	Vice President and a Director
Richard Sands	
<u>                                *</u>	Vice President and a Director
Robert Sands	

\*By:                                 /s/ THOMAS S. SUMMER

Thomas S. Summer  
Attorney-in-fact



**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.

M.J. LEWIS CORP.

By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Vice President and Treasurer

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>
<u>*</u> Agustin Francisco Huneeus	President (Principal Executive Officer)
<u>Thomas S. Summer</u>	Vice President and Treasurer (Principal Financial Officer and Principal Accounting Officer)
<u>*</u> Richard Sands	Vice President and a Director
<u>*</u> Robert Sands	Vice President and a Director

\*By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Attorney-in-fact

SIGNATURES

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MT. VEEDER CORPORATION

By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Vice President and Treasurer

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>
* <hr/>	President (Principal Executive Officer)
Agustin Francisco Huneeus	
	Vice President and Treasurer
/s/ THOMAS S. SUMMER <hr/>	(Principal Financial Officer and Principal Accounting Officer)
Thomas S. Summer	
* <hr/>	Vice President and a Director
Richard Sands	
* <hr/>	Vice President and a Director
Robert Sands	

\*By: /s/ THOMAS S. SUMMER

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Thomas S. Summer  
Attorney-in-fact



## EXHIBIT INDEX

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.