FORM 10-Q
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended May 31, 2000

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ------------- to -------------

Commission File Number 0-7570

(State or other jurisdiction of incorporation or organization)	(Exact name of registrant as specified in its charter)	(I.R.S. Employer Identification No.)
Delaware	CANANDAIGUA BRANDS, INC. and its subsidiaries:	16-0716709
New York	Batavia Wine Cellars, Inc.	16-1222994
New York	Canandaigua Wine Company, Inc.	16-1462887
New York	Canandaigua Europe Limited	16-1195581
England and Wales	Canandaigua Limited	98-0198402
New York	Polyphenolics, Inc.	16-1546354
New York	Roberts Trading Corp.	16-0865491
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
Illinois	Barton Canada, Ltd.	36-4283446
New York	Barton Distillers Import Corp.	13-1794441
Delaware	Barton Financial Corporation	51-0311795
Wisconsin	Stevens Point Beverage Co.	39-0638900
Illinois	Monarch Import Company	36-3539106

300 WILLOWBROOK OFFICE PARK, FAIRPORT, NEW YORK 14450
(Address of principal executive offices) (Zip Code)

(716) 218-2169
(Registrants' telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the Registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. Yes X No ---

The number of shares outstanding with respect to each of the classes of common stock of Canandaigua Brands, Inc., as of June 30, 2000, is set forth below (all of the Registrants, other than Canandaigua Brands, Inc., are direct or indirect wholly-owned subsidiaries of Canandaigua Brands, Inc.):

CLASS	NUMBER OF SHARES OUTSTANDING
Class A Common Stock, Par Value $.01 Per Share	15,204,261
Class B Common Stock, Par Value $.01 Per Share	3,089,272

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

CANANDAIGUA BRANDS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

	May 31, 2000	February 29, 2000
	(unaudited)	
ASSETS		
CURRENT ASSETS:		
Cash and cash investments	$ 14,024	$ 34,308
Accounts receivable, net	334,731	291,108
Inventories, net	601,733	615,700
Prepaid expenses and other current assets	52,106	54,881
Total current assets	1,002,594	995,997
PROPERTY, PLANT AND EQUIPMENT, net	530,991	542,971
OTHER ASSETS	793,515	809,823
Total assets	$ 2,327,100	$ 2,348,791
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Notes payable	$ 10,000	$ 26,800
Current maturities of long-term debt	56,508	53,987
Accounts payable	129,376	122,213
Accrued excise taxes	41,212	30,446
Other accrued expenses and liabilities	207,052	204,771
Total current liabilities	444,148	438,217
LONG-TERM DEBT, less current maturities	1,205,705	1,237,135
DEFERRED INCOME TAXES	115,337	116,447
OTHER LIABILITIES	32,366	36,152
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY:		
Preferred Stock, $.01 par value- Authorized, 1,000,000 shares; Issued, none at May 31, 2000, and February 29, 2000	-	-
Class A Common Stock, $.01 par value- Authorized, 120,000,000 shares; Issued, 18,315,625 shares at May 31, 2000, and 18,206,662 shares at February 29, 2000	183	182
Class B Convertible Common Stock, $.01 par value- Authorized, 20,000,000 shares; Issued, 3,717,997 shares at May 31, 2000, and 3,745,560 shares at February 29, 2000	37	38
Additional paid-in capital	250,017	247,949
Retained earnings	376,358	358,456
Accumulated other comprehensive income- Cumulative translation adjustment	(15,415)	(4,149)
	611,180	602,476
Less-Treasury stock-		
Class A Common Stock, 3,137,244 shares at May 31, 2000, and February 29, 2000, at cost	(79,429)	(79,429)
Class B Convertible Common Stock, 625,725 shares at May 31, 2000, and February 29, 2000, at cost	(2,207)	(2,207)
	(81,636)	(81,636)
Total stockholders' equity	529,544	520,840
Total liabilities and stockholders' equity	$ 2,327,100	$ 2,348,791

The accompanying notes to consolidated financial statements are an integral part of these balance sheets.

CANANDAIGUA BRANDS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share data)

	For the Three Months Ended May 31, 2000 (unaudited)	1999 (unaudited)
GROSS SALES	$ 774,522	$ 704,990
Less - Excise taxes	(188,942)	(174,821)
Net sales	585,580	530,169
COST OF PRODUCT SOLD	(401,707)	(374,046)
Gross profit	183,873	156,123
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	(126,409)	(110,502)
NONRECURRING CHARGES	-	(5,510)
Operating income	57,464	40,111
INTEREST EXPENSE, net	(27,627)	(22,034)
Income before income taxes	29,837	18,077
PROVISION FOR INCOME TAXES	(11,935)	(7,231)
NET INCOME	$ 17,902	$ 10,846
SHARE DATA:		
Earnings per common share:		
Basic	$ 0.98	$ 0.60
Diluted	$ 0.96	$ 0.59
Weighted average common shares outstanding:		
Basic	18,230	17,977
Diluted	18,598	18,447

The accompanying notes to consolidated financial statements are an integral part of these statements.

<TABLE>

CANANDAIGUA BRANDS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

<CAPTION>

<S>	For the Three Months Ended May 31, 2000 (unaudited) <C>	1999 (unaudited) <C>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 17,902	$ 10,846
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation of property, plant and equipment	11,797	9,399
Amortization of intangible assets	6,549	4,364
Deferred tax provision	3,571	-
Loss on sale of assets	767	344
Amortization of discount on long-term debt	116	103
Stock-based compensation expense	-	763
Change in operating assets and liabilities, net of effects from purchase of business:		
Accounts receivable, net	(50,394)	(67,551)
Inventories, net	8,747	12,819
Prepaid expenses and other current assets	2,129	2,885
Accounts payable	10,603	11,649
Accrued excise taxes	11,462	(8,084)
Other accrued expenses and liabilities	1,200	17,969
Other assets and liabilities, net	(4,478)	(1,117)
Total adjustments	2,069	(16,457)
Net cash provided by (used in) operating activities	19,971	(5,611)

CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property, plant and equipment	(10,265)	(11,321)
Proceeds from sale of assets	317	715
Purchase of business	-	(185,500)
Net cash used in investing activities	(9,948)	(196,106)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Principal payments of long-term debt	(133,329)	(16,253)
Net repayments of notes payable	(16,800)	(70,396)
Payment of issuance costs of long-term debt	(1,301)	(3,230)
Proceeds from issuance of long-term debt	119,400	264,080
Exercise of employee stock options	1,973	309
Net cash (used in) provided by financing activities	(30,057)	174,510
Effect of exchange rate changes on cash and cash investments	(250)	1,492
NET DECREASE IN CASH AND CASH INVESTMENTS	(20,284)	(25,715)
CASH AND CASH INVESTMENTS, beginning of period	34,308	27,645
CASH AND CASH INVESTMENTS, end of period	$ 14,024	$ 1,930
SUPPLEMENTAL DISCLOSURES OF NONCASH INVESTING AND FINANCING ACTIVITIES:		
Fair value of assets acquired	$ -	$ 187,160
Liabilities assumed	-	(1,660)
Cash paid for purchase of business	$ -	$ 185,500

<FN>
The accompanying notes to consolidated financial statements are an integral part of these statements.
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CANANDAIGUA BRANDS, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
MAY 31, 2000

1) MANAGEMENT'S REPRESENTATIONS:

The condensed consolidated financial statements included herein have been prepared by Canandaigua Brands, Inc. and its subsidiaries (the "Company"), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission applicable to quarterly reporting on Form 10-Q and reflect, in the opinion of the Company, all adjustments necessary to present fairly the financial information for the Company. All such adjustments are of a normal recurring nature. Certain information and footnote disclosures normally included in financial statements, prepared in accordance with generally accepted accounting principles, have been condensed or omitted as permitted by such rules and regulations. These consolidated financial statements and related notes should be read in conjunction with the consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the fiscal year ended February 29, 2000.

Certain February 29, 2000 balances have been reclassified to conform to current year presentation.

2) ACQUISITIONS:

On April 9, 1999, in an asset acquisition, the Company acquired several well-known Canadian whisky brands, including Black Velvet, production facilities located in Alberta and Quebec, Canada, case goods and bulk whisky inventories and other related assets from affiliates of Diageo plc (the "Black Velvet Assets"). In connection with the transaction, the Company also entered into multi-year agreements with affiliates of Diageo plc to provide packaging and distilling services for various brands retained by the Diageo plc affiliates. The purchase price was $183.6 million and was financed by the proceeds from the sale of the Senior Subordinated Notes.

The Black Velvet Assets acquisition was accounted for using the purchase method; accordingly, the acquired assets were recorded at fair market value at the date of acquisition. The excess of the purchase price over the estimated fair market value of the net assets acquired (goodwill), $36.0 million, is being amortized on a straight-line basis over 40 years. The results of operations of the Black Velvet Assets acquisition have been included in the Consolidated Statements of Income since the date of acquisition.

On June 4, 1999, the Company purchased all of the outstanding capital stock of Franciscan Vineyards, Inc. ("Franciscan Estates") and, in related transactions, purchased vineyards, equipment and other vineyard related assets located in Northern California (collectively, the "Franciscan Acquisition"). The purchase price was $212.4 million in cash plus assumed debt, net of cash acquired, of $30.8 million. The purchase price was financed primarily by additional term loan borrowings under the senior credit facility. Also, on June 4, 1999, the Company acquired all of the outstanding capital stock of Simi Winery, Inc. ("Simi") (the "Simi Acquisition"). The cash purchase price was $57.5 million and was financed by revolving loan borrowings under the senior credit facility. The purchases were accounted for using the purchase method; accordingly, the acquired assets were recorded at fair market value at the date of acquisition. The excess of the purchase price over the estimated fair market value of the net assets acquired (goodwill) for the Franciscan Acquisition and the Simi Acquisition, $118.3 million and $8.3 million, respectively, is being amortized on a straight-line basis over 40 years. The Franciscan Estates and Simi operations are managed together as a separate business segment of the Company ("Franciscan").

The results of operations of Franciscan have been included in the Consolidated Statements of Income since the date of acquisition.

The following table sets forth the unaudited pro forma results of operations of the Company for the three months ended May 31, 2000 and 1999. The unaudited pro forma results of operations for the three months ended May 31, 1999, gives effect to the acquisitions of the Black Velvet Assets and Franciscan as if they occurred on March 1, 1999. The unaudited pro forma results of operations are presented after giving effect to certain adjustments for depreciation, amortization of goodwill, interest expense on the acquisition financing and related income tax effects. The unaudited pro forma results of operations are based upon currently available information and upon certain assumptions that the Company believes are reasonable under the circumstances. The unaudited pro forma results of operations for the three months ended May 31, 1999, reflect total pretax nonrecurring charges of $12.4 million ($0.40 per share on a diluted basis) related to transaction costs, primarily for exercise of stock options, which were incurred by Franciscan Estates prior to the acquisition. The unaudited pro forma results of operations do not purport to present what the Company's results of operations would actually have been if the aforementioned transactions had in fact occurred on such date or at the beginning of the period indicated, nor do they project the Company's financial position or results of operations at any future date or for any future period.

	For the Three Months Ended May 31,	
	2000	1999
(in thousands, except per share data)		
Net sales	$ 585,580	$ 557,533
Income before income taxes	$ 29,837	$ 2,911
Net income	$ 17,902	$ 1,746
Earnings per common share:		
Basic	$ 0.98	$ 0.10
Diluted	$ 0.96	$ 0.09
Weighted average common shares outstanding:		
Basic	18,230	17,977
Diluted	18,598	18,447

3) INVENTORIES:

Inventories are stated at the lower of cost (computed in accordance with the first-in, first-out method) or market. Elements of cost include materials, labor and overhead and consist of the following:

	May 31, 2000	February 29, 2000
(in thousands)		
Raw materials and supplies	$ 30,230	$ 29,417
In-process inventories	379,691	419,558
Finished case goods	191,812	166,725
	$ 601,733	$ 615,700

4) BORROWINGS:

SENIOR NOTES -

In March 2000, the Company exchanged (pound)75.0 million aggregate principal amount of 8 1/2% Series B Senior Notes due in November 2009 (the

"Sterling Series B Senior Notes") for the Sterling Senior Notes. The terms of the Sterling Series B Senior Notes are identical in all material respects to the Sterling Senior Notes.

In May 2000, the Company issued (pound)80.0 million (approximately $120.0 million) aggregate principal amount of 8 1/2% Series C Senior Notes due November 2009 at an issuance price of (pound)79.6 million (approximately $119.4 million, net of $0.6 million unamortized discount, with an effective rate of 8.6%) (the "Sterling Series C Senior Notes"). The net proceeds of the offering ((pound)78.8 million, or approximately $118.2 million) were used to repay a portion of the Company's British pound sterling borrowings under its senior credit facility. After this repayment, the required quarterly repayments of the Tranche II Term Loan facility were revised to (pound)0.2 million ($0.3 million) for the remaining three quarters in 2000, (pound)0.4 million ($0.6 million) for each quarter in 2001 and 2002, (pound)0.5 million ($0.7 million) for each quarter in 2003, and (pound)8.5 million ($12.7 million) for each quarter in 2004. (The foregoing U.S. dollar equivalents are as of May 31, 2000.) Interest on the Sterling Series C Senior Notes is payable semiannually on May 15 and November 15 of each year, beginning on November 15, 2000. The Sterling Series C Senior Notes are redeemable at the option of the Company, in whole or in part, at any time. The Sterling Series C Senior Notes are unsecured senior obligations and rank equally in right of payment to all existing and future unsecured senior indebtedness of the Company. The Sterling Series C Senior Notes are guaranteed, on a senior basis, by certain of the Company's significant operating subsidiaries.

5) EARNINGS PER COMMON SHARE:

Basic earnings per common share exclude the effect of common stock equivalents and are computed by dividing income available to common stockholders by the weighted average number of common shares outstanding during the period for Class A Common Stock and Class B Convertible Common Stock. Diluted earnings per common share reflect the potential dilution that could result if securities or other contracts to issue common stock were exercised or converted into common stock. Diluted earnings per common share assume the exercise of stock options using the treasury stock method and assume the conversion of convertible securities, if any, using the "if converted" method.

The computation of basic and diluted earnings per common share is as follows:

	For the Three Months Ended May 31,	
	2000	1999
(in thousands, except per share data)		
Income applicable to common shares	$ 17,902	$ 10,846
Weighted average common shares outstanding - basic	18,230	17,977
Stock options	368	470
Weighted average common shares outstanding - diluted	18,598	18,447
EARNINGS PER COMMON SHARE - BASIC	$ 0.98	$ 0.60
EARNINGS PER COMMON SHARE - DILUTED	$ 0.96	$ 0.59

Stock options to purchase 1.6 million and 0.8 million shares of Class A Common Stock at a weighted average price of $52.06 and $51.86 were outstanding during the three months ended May 31, 2000 and 1999, respectively, but were not included in the computation of the diluted earnings per common share because the stock options' exercise price was greater than the average market price of the Class A Common Stock.

6) SUMMARIZED FINANCIAL INFORMATION - SUBSIDIARY GUARANTORS:

The following table presents summarized financial information for the Company, the parent company, the combined subsidiaries of the Company which guarantee the Company's senior notes and senior subordinated notes (the "Subsidiary Guarantors") and the combined subsidiaries of the Company which are not Subsidiary Guarantors, primarily Matthew Clark (the "Subsidiary Nonguarantors"). The Subsidiary Guarantors are wholly owned and the guarantees are full, unconditional, joint and several obligations of each of the Subsidiary Guarantors. Separate financial statements for the Subsidiary Guarantors of the Company are not presented because the Company has determined that such financial statements would not be material to investors. The Subsidiary Guarantors comprise all of the direct and indirect subsidiaries of the Company, other than Matthew Clark, the Company's Canadian subsidiary and certain other subsidiaries which individually, and in the aggregate, are inconsequential. There are no restrictions on the ability of the Subsidiary Guarantors to transfer funds to the Company in the form of cash dividends, loans or advances.

(in thousands)	Parent Company	Subsidiary Guarantors	Subsidiary Nonguarantors	Eliminations	Consolidated
Balance Sheet Data:					
May 31, 2000					
Current assets	$ 85,411	$ 622,505	$ 294,678	$ -	$ 1,002,594
Noncurrent assets	$ 912,239	$ 1,231,122	$ 462,795	$ (1,281,650)	$ 1,324,506
Current liabilities	$ 148,381	$ 123,750	$ 172,017	$ -	$ 444,148
Noncurrent liabilities	$ 1,198,888	$ 55,058	$ 99,462	$ -	$ 1,353,408
February 29, 2000					
Current assets	$ 105,864	$ 611,646	$ 278,487	$ -	$ 995,997
Noncurrent assets	$ 913,026	$ 1,232,132	$ 489,286	$ (1,281,650)	$ 1,352,794
Current liabilities	$ 150,507	$ 84,722	$ 202,988	$ -	$ 438,217
Noncurrent liabilities	$ 1,230,139	$ 97,410	$ 62,185	$ -	$ 1,389,734
Income Statement Data:					
For the Three Months Ended May 31, 2000					
Net sales	$ 134,718	$ 344,241	$ 178,758	$ (72,137)	$ 585,580
Gross profit	$ 40,420	$ 93,301	$ 50,152	$ -	$ 183,873
(Loss) income before income taxes	$ (4,541)	$ 23,186	$ 11,192	$ -	$ 29,837
Net (loss) income	$ (2,725)	$ 13,912	$ 6,715	$ -	$ 17,902
For the Three Months Ended May 31, 1999					
Net sales	$ 154,623	$ 299,219	$ 168,210	$ (91,883)	$ 530,169
Gross profit	$ 39,431	$ 69,875	$ 46,817	$ -	$ 156,123
(Loss) income before income taxes	$ (5,023)	$ 15,537	$ 7,563	$ -	$ 18,077
Net (loss) income	$ (3,014)	$ 9,322	$ 4,538	$ -	$ 10,846

7) BUSINESS SEGMENT INFORMATION:

The Company reports its operating results in five segments: Canandaigua Wine (branded popularly-priced wine and brandy, and other, primarily grape juice concentrate); Barton (primarily beer and spirits); Matthew Clark (branded wine, cider and bottled water, and wholesale wine, cider, spirits, beer and soft drinks); Franciscan (primarily branded super-premium and ultra-premium wine) and

Corporate Operations and Other (primarily corporate related items). Segment selection was based upon internal organizational structure, the way in which these operations are managed and their performance evaluated by management and the Company's Board of Directors, the availability of separate financial results, and materiality considerations. The accounting policies of the segments are the same as those described in the summary of significant accounting policies. The Company evaluates performance based on operating profits of the respective business units.

Segment information is as follows:

(in thousands)	For the Three Months Ended May 31, 2000	1999
Canandaigua Wine:		
Net sales:		
Branded:		

External customers	$ 143,330	$ 142,641
Intersegment	1,236	1,750
Total Branded	144,566	144,391
Other:		
External customers	14,183	19,130
Intersegment	3,629	38
Total Other	17,812	19,168
Net sales	$ 162,378	$ 163,559
Operating profit	$ 7,981	$ 5,607
Long-lived assets	$ 190,104	$ 192,128
Total assets	$ 590,367	$ 623,786
Capital expenditures	$ 2,645	$ 5,638
Depreciation and amortization	$ 5,868	$ 5,536
Barton:		
Net sales:		
Beer	$ 163,134	$ 146,611
Spirits	72,546	54,139
Net sales	$ 235,680	$ 200,750
Operating profit	$ 38,835	$ 31,497
Long-lived assets	$ 77,956	$ 79,784
Total assets	$ 716,633	$ 709,962
Capital expenditures	$ 1,336	$ 916
Depreciation and amortization	$ 3,955	$ 3,161
Matthew Clark:		
Net sales:		
Branded	$ 69,615	$ 74,375
Wholesale	99,923	92,422
Net sales	$ 169,538	$ 166,797
Operating profit	$ 10,374	$ 7,330
Long-lived assets	$ 148,103	$ 169,393
Total assets	$ 629,030	$ 648,222
Capital expenditures	$ 2,409	$ 4,656
Depreciation and amortization	$ 5,213	$ 4,426

	For the Three Months Ended May 31,	
	2000	1999
(in thousands)		
Franciscan:		
Net sales:		
External customers	$ 21,785	$ -
Intersegment	104	-
Net sales	$ 21,889	$ -
Operating profit	$ 5,416	$ -
Long-lived assets	$ 108,694	$ -
Total assets	$ 361,036	$ -
Capital expenditures	$ 3,780	$ -
Depreciation and amortization	$ 2,392	$ -
Corporate Operations and Other:		
Net sales	$ 1,085	$ 885
Operating loss	$ (5,142)	$ (4,323)
Long-lived assets	$ 6,134	$ 16,924
Total assets	$ 30,034	$ 24,640
Capital expenditures	$ 95	$ 111
Depreciation and amortization	$ 918	$ 640
Intersegment eliminations:		
Net sales	$ (4,990)	$ (1,822)
Consolidated:		
Net sales	$ 585,580	$ 530,169
Operating profit	$ 57,464	$ 40,111
Long-lived assets	$ 530,991	$ 458,229
Total assets	$ 2,327,100	$ 2,006,610
Capital expenditures	$ 10,265	$ 11,321
Depreciation and amortization	$ 18,346	$ 13,763

8) COMPREHENSIVE INCOME:

Comprehensive income consists of net income and foreign currency translation adjustments for the three months ended May 31, 2000 and 1999. The reconciliation of net income to comprehensive income is as follows:

	For the Three Months Ended May 31,	
	2000	1999
(in thousands)		
Net income	$ 17,902	$ 10,846
Other comprehensive income:		
Cumulative translation adjustment	(11,266)	850
Total comprehensive income	$ 6,636	$ 11,696

9) ACCOUNTING PRONOUNCEMENTS:

In June 1998, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 133 ("SFAS No. 133"), "Accounting for Derivative Instruments and Hedging Activities." SFAS No. 133 establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives), and for hedging activities. SFAS No. 133 requires that every derivative be recorded as either an asset or liability in the balance sheet and measured at its fair value. SFAS No. 133 also requires that changes in the derivative's fair value be recognized currently in earnings unless specific hedge accounting criteria are met. Special accounting for qualifying hedges allows a derivative's gains and losses to offset

related results on the hedged item in the income statement, and requires that a company formally document, designate and assess the effectiveness of transactions that receive hedge accounting.

In June 1999, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 137 ("SFAS No. 137"), "Accounting for Derivative Instruments and Hedging Activities--Deferral of the Effective Date of FASB Statement No. 133." SFAS No. 137 delays the effective date of SFAS No. 133 for one year. With the issuance of SFAS No. 137, the Company is required to adopt SFAS No. 133 on a prospective basis for interim periods and fiscal years beginning March 1, 2001.

In June 2000, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 138 ("SFAS No. 138"), "Accounting for Certain Derivative Instruments and Certain Hedging Activities--an amendment of FASB Statement No. 133." SFAS No. 138 amends the accounting and reporting standards of SFAS No. 133 for certain derivative instruments and certain hedging activities. The Company is required to adopt SFAS No. 138 concurrently with SFAS No. 133. The Company believes the effect of the adoption of these statements on its financial statements will not be material based on the Company's current risk management strategies.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

INTRODUCTION

The following discussion and analysis summarizes the significant factors affecting (i) consolidated results of operations of the Company for the three months ended May 31, 2000 ("First Quarter 2001"), compared to the three months ended May 31, 1999 ("First Quarter 2000"), and (ii) financial liquidity and capital resources for First Quarter 2001. This discussion and analysis should be read in conjunction with the Company's consolidated financial statements and notes thereto included herein and in the Company's Annual Report on Form 10-K for the fiscal year ended February 29, 2000 ("Fiscal 2000").

The Company operates primarily in the beverage alcohol industry in North America and the United Kingdom. The Company reports its operating results in five segments: Canandaigua Wine (branded popularly-priced wine and brandy, and other, primarily grape juice concentrate); Barton (primarily beer and spirits); Matthew Clark (branded wine, cider and bottled water, and wholesale wine, cider, spirits, beer and soft drinks); Franciscan (primarily branded super-premium and ultra-premium wine); and Corporate Operations and Other (primarily corporate related items).

ACQUISITIONS IN FISCAL 2000

On June 4, 1999, the Company purchased all of the outstanding capital stock of Franciscan Vineyards, Inc. ("Franciscan Estates") and, in related transactions, purchased vineyards, equipment and other vineyard related assets located in Northern California (collectively, the "Franciscan Acquisition"). Also on June 4, 1999, the Company purchased all of the outstanding capital stock of Simi Winery, Inc. ("Simi"). (The acquisition of the capital stock of Simi is hereafter referred to as the "Simi Acquisition".) The Simi Acquisition included the Simi winery, equipment, vineyards, inventory and worldwide ownership of the Simi brand name. The results of operations from the Franciscan and Simi Acquisitions (collectively, "Franciscan") are reported together in the Franciscan segment and have been included in the consolidated results of operations of the Company since the date of acquisition. On February 29, 2000, Simi was merged into Franciscan Estates.

On April 9, 1999, in an asset acquisition, the Company acquired several well-known Canadian whisky brands, including Black Velvet, production facilities located in Alberta and Quebec, Canada, case goods and bulk whisky inventories and other related assets from affiliates of Diageo plc (collectively, the "Black Velvet Assets"). In connection with the transaction, the Company also entered into multi-year agreements with affiliates of Diageo plc to provide packaging and distilling services for various brands retained by the Diageo plc affiliates. The results of operations from the Black Velvet Assets are reported in the Barton segment and have been included in the consolidated results of operations of the Company since the date of acquisition.

RESULTS OF OPERATIONS

FIRST QUARTER 2001 COMPARED TO FIRST QUARTER 2000

NET SALES

The following table sets forth the net sales (in thousands of dollars) by operating segment of the Company for First Quarter 2001 and First Quarter 2000.

	First Quarter 2001 Compared to First Quarter 2000		
	Net Sales		
	2001	2000	%Increase/ (Decrease)
Canandaigua Wine:			
Branded:			
External customers	$ 143,330	$ 142,641	0.5 %
Intersegment	1,236	1,750	(29.4)%
Total Branded	144,566	144,391	0.1 %
Other:			
External customers	14,183	19,130	(25.9)%
Intersegment	3,629	38	9,450.0 %
Total Other	17,812	19,168	(7.1)%
Canandaigua Wine net sales	$ 162,378	$ 163,559	(0.7)%
Barton:			
Beer	$ 163,134	$ 146,611	11.3 %
Spirits	72,546	54,139	34.0 %
Barton net sales	$ 235,680	$ 200,750	17.4 %
Matthew Clark:			
Branded:			
External customers	$ 69,594	$ 74,375	(6.4)%
Intersegment	21	-	N/A
Total Branded	69,615	74,375	(6.4)%
Wholesale	99,923	92,422	8.1 %
Matthew Clark net sales	$ 169,538	$ 166,797	1.6 %
Franciscan:			
External customers	$ 21,785	$ -	N/A
Intersegment	104	-	N/A
Franciscan net sales	$ 21,889	$ -	N/A
Corporate Operations and Other	$ 1,085	$ 885	22.6 %

Intersegment eliminations	$ (4,990)	$ (1,822)	173.9 %
Consolidated Net Sales	$ 585,580	$ 530,169	10.5 %

Net sales for First Quarter 2001 increased to $585.6 million from $530.2 million for First Quarter 2000, an increase of $55.4 million, or 10.5%.

Canandaigua Wine

Net sales for Canandaigua Wine for First Quarter 2001 decreased to $162.4 million from $163.6 million for First Quarter 2000, a decrease of $1.2 million, or (0.7)%. The decline resulted primarily from a decrease in grape juice concentrate sales, while branded wine sales were unchanged against the comparable quarter last year.

Barton

Net sales for Barton for First Quarter 2001 increased to $235.7 million from $200.8 million for First Quarter 2000, an increase of $34.9 million, or 17.4%. This increase resulted primarily from volume growth and selling price increases in the Mexican beer portfolio as well as from an increase of $11.3 million of sales of the newly acquired Canadian whisky brands, which was completed in April 1999.

Matthew Clark

Net sales for Matthew Clark for First Quarter 2001 increased to $169.5 million from $166.8 million for First Quarter 2000, an increase of $2.7 million, or 1.6%. This increase resulted primarily from increases in Matthew Clark's wholesale business, partially offset by declines in Matthew Clark's branded business.

Franciscan

Net sales for Franciscan for First Quarter 2001 were $21.9 million.

GROSS PROFIT

The Company's gross profit increased to $183.9 million for First Quarter 2001 from $156.1 million for First Quarter 2000, an increase of $27.8 million, or 17.8%. The dollar increase in gross profit was primarily related to sales from the acquisitions of the Black Velvet Assets (completed in April 1999) and Franciscan (completed in June 1999), as well as increased beer sales. As a percent of net sales, gross profit increased to 31.4% for First Quarter 2001 from 29.4% in First Quarter 2000, resulting primarily from sales of higher-margin spirits and super-premium and ultra-premium wine acquired in the acquisitions of the Black Velvet Assets and Franciscan, respectively, and from improved margins resulting from price increases in the Company's imported beer business.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative expenses increased to $126.4 million for First Quarter 2001 from $110.5 million for First Quarter 2000, an increase of $15.9 million, or 14.4%. The dollar increase in selling, general and administrative expenses resulted primarily from the addition of the Franciscan business and expenses related to the brands acquired in the Black Velvet Assets acquisition. Selling, general and administrative expenses as a percent of net sales increased to 21.6% for First Quarter 2001 as compared to 20.8% for First Quarter 2000. The increase in percent of net sales resulted primarily from the acquisition of Franciscan, as Franciscan's selling, general and administrative expenses as a percent of net sales are typically at the high end of the range of the Company's operating segments' percentages.

NONRECURRING CHARGES

The Company incurred nonrecurring charges of $5.5 million in First Quarter 2000 related to the closure of a cider production facility within the Matthew Clark operating segment in the United Kingdom ($2.9 million) and to a management reorganization within the Canandaigua Wine operating segment ($2.6 million). No such charges were incurred in First Quarter 2001.

OPERATING INCOME

The following table sets forth the operating profit/(loss) (in thousands of dollars) by operating segment of the Company for First Quarter 2001 and First

Quarter 2000.

	First Quarter 2001 Compared to First Quarter 2000		
	Operating Profit/(Loss)		
	2001	2000	%Increase
Canandaigua Wine	$ 7,981	$ 5,607	42.3%
Barton	38,835	31,497	23.3%
Matthew Clark	10,374	7,330	41.5%
Franciscan	5,416	-	N/A
Corporate Operations and Other	(5,142)	(4,323)	19.0%
Consolidated Operating Profit	$ 57,464	$ 40,111	43.3%

As a result of the above factors, consolidated operating income increased to $57.5 million for First Quarter 2001 from $40.1 million for First Quarter 2000, an increase of $17.4 million, or 43.3%. Exclusive of the aforementioned $2.6 million in nonrecurring charges, operating income for the Canandaigua Wine operating segment decreased 2.3% in First Quarter 2001 from $8.2 million in First Quarter 2000. Operating income for the Matthew Clark operating segment, excluding the aforementioned nonrecurring charges of $2.9 million, increased 1.0% in the First Quarter 2001 from $10.3 million in the First Quarter 2000.

INTEREST EXPENSE, NET

Net interest expense increased to $27.6 million for First Quarter 2001 from $22.0 million for First Quarter 2000, an increase of $5.6 million, or 25.4%. The increase resulted primarily from additional interest expense associated with borrowings related to the acquisition of Franciscan.

NET INCOME

As a result of the above factors, net income increased to $17.9 million for First Quarter 2001 from $10.8 million for First Quarter 2000, an increase of $7.1 million, or 65.1%.

For financial analysis purposes only, the Company's earnings before interest, taxes, depreciation and amortization ("EBITDA") for First Quarter 2001 were $75.8 million, an increase of $21.9 million over EBITDA of $53.9 million for First Quarter 2000. EBITDA should not be construed as an alternative to operating income or net cash flow from operating activities and should not be construed as an indication of operating performance or as a measure of liquidity.

FINANCIAL LIQUIDITY AND CAPITAL RESOURCES

GENERAL

The Company's principal use of cash in its operating activities is for purchasing and carrying inventories. The Company's primary source of liquidity has historically been cash flow from operations, except during the annual fall grape harvests when the Company has relied on short-term borrowings. The annual grape crush normally begins in August and runs through October. The Company generally begins purchasing grapes in August with payments for such grapes beginning to come due in September. The Company's short-term borrowings to support such purchases generally reach their highest levels in November or December. Historically, the Company has used cash flow from operating activities to repay its short-term borrowings. The Company will continue to use its short-term borrowings to support its working capital requirements. The Company believes that cash provided by operating activities and its financing activities, primarily short-term borrowings, will provide adequate resources to satisfy its working capital, liquidity and anticipated capital expenditure requirements for both its short-term and long-term capital needs.

FIRST QUARTER 2001 CASH FLOWS

OPERATING ACTIVITIES

Net cash provided by operating activities for First Quarter 2001 was $20.0 million, which resulted from $40.7 million in net income adjusted for noncash items, less $20.7 million representing the net change in the Company's operating assets and liabilities. The net change in operating assets and liabilities resulted primarily from an increase in accounts receivable as a result of a seasonal increase in sales, partially offset by an increase in accounts payable and an increase in accrued excise taxes resulting from the increase in sales.

INVESTING ACTIVITIES AND FINANCING ACTIVITIES

Net cash used in investing activities for First Quarter 2001 was $9.9

million, which resulted primarily from capital expenditures of $10.3 million.

Net cash used in financing activities for First Quarter 2001 was $30.1 million resulting primarily from principal payments of $133.3 million and repayment of $16.8 million of net revolving loan borrowings. These amounts were partially offset by net proceeds of $118.2 million from the issuance of (pound)80.0 million of 8 1/2% Sterling Series C Senior Notes used to repay a portion of the Company's British pound sterling borrowings under its senior credit facility.

DEBT

Total debt outstanding as of May 31, 2000, amounted to $1,272.2 million, a decrease of $45.7 million from February 29, 2000. The ratio of total debt to total capitalization decreased to 70.6% as of May 31, 2000, from 71.7% as of February 29, 2000.

SENIOR CREDIT FACILITY

As of May 31, 2000, under its senior credit facility, the Company had outstanding term loans of $427.7 million bearing a weighted average interest rate of 8.3%, $10.0 million of revolving loans bearing interest at 8.6%, undrawn revolving letters of credit of $10.5 million, and $279.5 million in revolving loans available to be drawn.

SENIOR NOTES

As of May 31, 2000, the Company had outstanding $200.0 million aggregate principal amount of 8 5/8% Senior Notes due August 2006 (the "Senior Notes"). The Senior Notes are currently redeemable, in whole or in part, at the option of the Company.

In March 2000, the Company exchanged (pound)75.0 million aggregate principal amount of 8 1/2% Series B Senior Notes due in November 2009 (the "Sterling Series B Senior Notes") for the Sterling Senior Notes. The terms of the Sterling Series B Senior Notes are identical in all material respects to the Sterling Senior Notes.

In May 2000, the Company issued (pound)80.0 million (approximately $120.0 million) aggregate principal amount of 8 1/2% Series C Senior Notes due November 2009 at an issuance price of (pound)79.6 million (approximately $119.4 million, net of $0.6 million unamortized discount, with an effective rate of 8.6%) (the "Sterling Series C Senior Notes"). The net proceeds of the offering ((pound)78.8 million, or approximately $118.2 million) were used to repay a portion of the Company's British pound sterling borrowings under its senior credit facility. After this repayment, the required quarterly repayments of the Tranche II Term Loan facility were revised to (pound)0.2 million ($0.3 million) for the remaining three quarters in 2000, (pound)0.4 million ($0.6 million) for each quarter in 2001 and 2002, (pound)0.5 million ($0.7 million) for each quarter in 2003, and (pound)8.5 million ($12.7 million) for each quarter in 2004. (The foregoing U.S. dollar equivalents are as of May 31, 2000.) Interest on the Sterling Series C Senior Notes is payable semiannually on May 15 and November 15 of each year, beginning on November 15, 2000. The Sterling Series C Senior Notes are redeemable at the option of the Company, in whole or in part, at any time. The Sterling Series C Senior Notes are unsecured senior obligations and rank equally in right of payment to all existing and future unsecured senior indebtedness of the Company. The Sterling Series C Senior Notes are guaranteed, on a senior basis, by certain of the Company's significant operating subsidiaries.

SENIOR SUBORDINATED NOTES

As of May 31, 2000, the Company had outstanding $195.0 million aggregate principal amount of 8 3/4% Senior Subordinated Notes due December 2003 (the "Original Notes"). The Original Notes are currently redeemable, in whole or in part, at the option of the Company.

Also, as of May 31, 2000, the Company had outstanding $200.0 million aggregate principal amount of 8 1/2% Senior Subordinated Notes due March 2009 (the "Senior Subordinated Notes"). The Senior Subordinated Notes are redeemable at the option of the Company, in whole or in part, at any time on or after March 1, 2004. The Company may also redeem up to $70.0 million of the Senior Subordinated Notes using the proceeds of certain equity offerings completed before March 1, 2002.

ACCOUNTING PRONOUNCEMENTS

In June 1998, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 133 ("SFAS No. 133"), "Accounting for Derivative Instruments and Hedging Activities." SFAS No. 133 establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives), and for hedging activities. SFAS No. 133 requires that every derivative be recorded as either an asset or liability in the balance sheet and measured at its fair value. SFAS No. 133 also requires that changes in the derivative's fair value be recognized currently in earnings unless specific hedge accounting criteria are met. Special accounting for qualifying hedges allows a derivative's gains and losses to offset related results on the hedged item in the income statement, and requires that a company formally document, designate and assess the effectiveness of transactions that receive hedge accounting.

In June 1999, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 137 ("SFAS No. 137"), "Accounting for Derivative Instruments and Hedging Activities--Deferral of the Effective Date of FASB Statement No. 133." SFAS No. 137 delays the effective date of SFAS No. 133 for one year. With the issuance of SFAS No. 137, the Company is required to adopt SFAS No. 133 on a prospective basis for interim periods and fiscal years beginning March 1, 2001.

In June 2000, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 138 ("SFAS No. 138"), "Accounting for Certain Derivative Instruments and Certain Hedging Activities--an amendment of FASB Statement No. 133." SFAS No. 138 amends the accounting and reporting standards of SFAS No. 133 for certain derivative instruments and certain hedging activities. The Company is required to adopt SFAS No. 138 concurrently with SFAS No. 133. The Company believes the effect of the adoption of these statements on its financial statements will not be material based on the Company's current risk management strategies.

EURO CONVERSION ISSUES

Effective January 1, 1999, eleven of the fifteen member countries of the European Union (the "Participating Countries") established fixed conversion rates between their existing sovereign currencies and the euro. For three years after the introduction of the euro, the Participating Countries can perform financial transactions in either the euro or their original local currencies. This will result in a fixed exchange rate among the Participating Countries, whereas the euro (and the Participating Countries' currency in tandem) will continue to float freely against the U.S. dollar and other currencies of the non-participating countries. The Company does not believe that the effects of the conversion will have a material adverse effect on the Company's business and operations.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information about market risks for the three months ended May 31, 2000, does not differ materially from that discussed under Item 7A in the Company's Annual Report on Form 10-K for the fiscal year ended February 29, 2000.

PART II - OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) See Index to Exhibits located on Page 25 of this Report.

(b) The following Report on Form 8-K was filed with the Securities and Exchange Commission during the quarter ended May 31, 2000:

Form 8-K dated April 11, 2000. This Form 8-K reported information under Item 5 (Other Events) and included (i) the Company's Condensed Consolidated Balance Sheets for the fiscal years ended February 29, 2000 and February 28, 1999; (ii) the Company's Condensed Consolidated Statements of Income for the three months ended February 29, 2000 and February 28, 1999; and (iii) the Company's Condensed Consolidated Statements of Income for the twelve months ended February 29, 2000 and February 28, 1999.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CANANDAIGUA BRANDS, INC.

Dated: July 13, 2000

By:/s/ Thomas F. Howe

Thomas F. Howe, Vice President,

Corporate Reporting and Controller

Dated: July 13, 2000 By:/s/ Thomas S. Summer

Thomas S. Summer, Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

SUBSIDIARIES

BATAVIA WINE CELLARS, INC.

Dated: July 13, 2000 By:/s/ Thomas F. Howe

Thomas F. Howe, Controller

Dated: July 13, 2000 By:/s/ Thomas S. Summer

Thomas S. Summer, Treasurer (Principal Financial Officer and Principal Accounting Officer)

CANANDAIGUA WINE COMPANY, INC.

Dated: July 13, 2000 By:/s/ Thomas F. Howe

Thomas F. Howe, Controller

Dated: July 13, 2000 By:/s/ Thomas S. Summer

Thomas S. Summer, Treasurer (Principal Financial Officer and Principal Accounting Officer)

CANANDAIGUA EUROPE LIMITED

Dated: July 13, 2000 By:/s/ Thomas F. Howe

Thomas F. Howe, Controller

Dated: July 13, 2000 By:/s/ Thomas S. Summer

Thomas S. Summer, Treasurer (Principal Financial Officer and Principal Accounting Officer)

CANANDAIGUA LIMITED

Dated: July 13, 2000 By:/s/ Thomas F. Howe

Thomas F. Howe, Authorized Officer

Dated: July 13, 2000 By:/s/ Thomas S. Summer

Thomas S. Summer, Finance Director (Principal Financial Officer and Principal Accounting Officer)

POLYPHENOLICS, INC.

Dated: July 13, 2000 By:/s/ Thomas F. Howe

Thomas F. Howe, Vice President and Controller

Dated: July 13, 2000 By:/s/ Thomas S. Summer

Thomas S. Summer, Vice President and Treasurer (Principal Financial Officer and Principal Accounting Officer)

ROBERTS TRADING CORP.

Dated: July 13, 2000 By:/s/ Thomas F. Howe

Thomas F. Howe, Controller

Dated: July 13, 2000 By:/s/ Thomas S. Summer

Thomas S. Summer, President
and Treasurer (Principal Financial
Officer and Principal Accounting
Officer)

CANANDAIGUA B.V.

Dated: July 13, 2000 By:/s/ Thomas S. Summer

Thomas S. Summer, Chief Financial
Officer (On behalf of the Registrant
and Principal Financial Officer
and Principal Accounting Officer)

FRANCISCAN VINEYARDS, INC.

Dated: July 13, 2000 By:/s/ Thomas F. Howe

Thomas F. Howe, Vice President and
Controller

Dated: July 13, 2000 By:/s/ Thomas S. Summer

Thomas S. Summer, Vice President
and Treasurer (Principal Financial
Officer and Principal Accounting
Officer)

ALLBERRY, INC.

Dated: July 13, 2000 By:/s/ Thomas F. Howe

Thomas F. Howe, Vice President and
Controller

Dated: July 13, 2000 By:/s/ Thomas S. Summer

Thomas S. Summer, Vice President
and Treasurer (Principal Financial
Officer and Principal Accounting
Officer)

CLOUD PEAK CORPORATION

Dated: July 13, 2000 By:/s/ Thomas F. Howe

Thomas F. Howe, Vice President and
Controller

Dated: July 13, 2000 By:/s/ Thomas S. Summer

Thomas S. Summer, Vice President
and Treasurer (Principal Financial
Officer and Principal Accounting
Officer)

M.J. LEWIS CORP.

Dated: July 13, 2000 By:/s/ Thomas F. Howe

Thomas F. Howe, Vice President and
Controller

Dated: July 13, 2000 By:/s/ Thomas S. Summer

Thomas S. Summer, Vice President
and Treasurer (Principal Financial
Officer and Principal Accounting
Officer)

MT. VEEDER CORPORATION

Dated: July 13, 2000 By:/s/ Thomas F. Howe

Thomas F. Howe, Vice President and Controller

Dated: July 13, 2000 By:/s/ Thomas S. Summer

Thomas S. Summer, Vice President and Treasurer (Principal Financial Officer and Principal Accounting Officer)

BARTON INCORPORATED

Dated: July 13, 2000 By:/s/ Alexander L. Berk

Alexander L. Berk, President and Chief Executive Officer

Dated: July 13, 2000 By:/s/ Thomas S. Summer

Thomas S. Summer, Vice President (Principal Financial Officer and Principal Accounting Officer)

BARTON BRANDS, LTD.

Dated: July 13, 2000 By:/s/ Alexander L. Berk

Alexander L. Berk, Executive Vice President

Dated: July 13, 2000 By:/s/ Thomas S. Summer

Thomas S. Summer, Vice President (Principal Financial Officer and Principal Accounting Officer)

BARTON BEERS, LTD.

Dated: July 13, 2000 By:/s/ Alexander L. Berk

Alexander L. Berk, Executive Vice President

Dated: July 13, 2000 By:/s/ Thomas S. Summer

Thomas S. Summer, Vice President (Principal Financial Officer and Principal Accounting Officer)

BARTON BRANDS OF CALIFORNIA, INC.

Dated: July 13, 2000 By:/s/ Alexander L. Berk

Alexander L. Berk, President

Dated: July 13, 2000 By:/s/ Thomas S. Summer

Thomas S. Summer, Vice President (Principal Financial Officer and Principal Accounting Officer)

BARTON BRANDS OF GEORGIA, INC.

Dated: July 13, 2000 By:/s/ Alexander L. Berk

Alexander L. Berk, President

Dated: July 13, 2000 By:/s/ Thomas S. Summer

Thomas S. Summer, Vice President (Principal Financial Officer and Principal Accounting Officer)

BARTON CANADA, LTD.

Dated: July 13, 2000 By:/s/ Alexander L. Berk

Alexander L. Berk, President

Dated: July 13, 2000	By:/s/ Thomas S. Summer Thomas S. Summer, Vice President (Principal Financial Officer and Principal Accounting Officer)

BARTON DISTILLERS IMPORT CORP.

Dated: July 13, 2000	By:/s/ Alexander L. Berk Alexander L. Berk, President
Dated: July 13, 2000	By:/s/ Thomas S. Summer Thomas S. Summer, Vice President (Principal Financial Officer and Principal Accounting Officer)

BARTON FINANCIAL CORPORATION

Dated: July 13, 2000	By:/s/ Troy J. Christensen Troy J. Christensen, President and Secretary
Dated: July 13, 2000	By:/s/ Thomas S. Summer Thomas S. Summer, Vice President (Principal Financial Officer and Principal Accounting Officer)

STEVENS POINT BEVERAGE CO.

Dated: July 13, 2000	By:/s/ Alexander L. Berk Alexander L. Berk, Executive Vice President
Dated: July 13, 2000	By:/s/ Thomas S. Summer Thomas S. Summer, Vice President (Principal Financial Officer and Principal Accounting Officer)

MONARCH IMPORT COMPANY

Dated: July 13, 2000	By:/s/ Alexander L. Berk Alexander L. Berk, President
Dated: July 13, 2000	By:/s/ Thomas S. Summer Thomas S. Summer, Vice President (Principal Financial Officer and Principal Accounting Officer)

INDEX TO EXHIBITS

(2) PLAN OF ACQUISITION, REORGANIZATION, ARRANGEMENT, LIQUIDATION OR SUCCESSION.

2.1 Asset Purchase Agreement dated as of February 21, 1999 by and among Diageo Inc., UDV Canada Inc., United Distillers Canada Inc. and the Company (filed as Exhibit 2 to the Company's Current Report on Form 8-K dated April 9, 1999 and incorporated herein by reference).

2.2 Stock Purchase Agreement, dated April 21, 1999, between Franciscan Vineyards, Inc., Agustin Huneeus, Agustin Francisco Huneeus, Jean-Michel Valette, Heidrun Eckes-Chantre Und Kinder Beteiligungsverwaltung II, GbR, Peter Eugen Eckes Und Kinder Beteiligungsverwaltung II, GbR, Harald Eckes-Chantre, Christina Eckes-Chantre, Petra Eckes-Chantre and Canandaigua Brands, Inc. (filed as Exhibit 2.1 on the Company's Current Report on Form 8-K dated June 4, 1999 and incorporated herein by reference).

2.3 Stock Purchase Agreement by and between Canandaigua Wine Company, Inc. (a wholly-owned subsidiary of the Company) and Moet Hennessy, Inc. dated April 1, 1999 (including a list briefly identifying the contents of all omitted schedules thereto) (filed as Exhibit 2.3 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended May 31, 1999 and incorporated herein by reference).

(3) ARTICLES OF INCORPORATION AND BY-LAWS.

3.1 Restated Certificate of Incorporation of the Company (filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 1998 and incorporated herein by reference).

3.2 Amended and Restated By-Laws of the Company (filed as Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 1998 and incorporated herein by reference).

(4) INSTRUMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS, INCLUDING INDENTURES.

4.1 Supplemental Indenture No. 4, dated as of May 15, 2000 by and among the Company, as Issuer, its principal operating subsidiaries, as Guarantors, and Harris Trust and Savings Bank, as Trustee (filed as Exhibit 4.17 to the Company's Annual Report on Form 10-K for the fiscal year ended February 29, 2000 and incorporated herein by reference).

(10) MATERIAL CONTRACTS.

Not applicable.

(11) STATEMENT RE COMPUTATION OF PER SHARE EARNINGS.

Computation of per share earnings (filed herewith).

(15) LETTER RE UNAUDITED INTERIM FINANCIAL INFORMATION.

Not applicable.

(18) LETTER RE CHANGE IN ACCOUNTING PRINCIPLES.

Not applicable.

(19) REPORT FURNISHED TO SECURITY HOLDERS.

Not applicable.

(22) PUBLISHED REPORT REGARDING MATTERS SUBMITTED TO A VOTE OF SECURITY HOLDERS.

Not applicable.

(23) CONSENTS OF EXPERTS AND COUNSEL.

Not applicable.

(24) POWER OF ATTORNEY.

Not applicable.

(27) FINANCIAL DATA SCHEDULE.

Financial Data Schedule (filed herewith).

(99) ADDITIONAL EXHIBITS.

Not applicable.

EXHIBIT 11

CANANDAIGUA BRANDS, INC. AND SUBSIDIARIES
COMPUTATION OF EARNINGS PER COMMON SHARE
(in thousands, except per share data)

	For the Three Months Ended May 31,			
	2000		1999	
	Basic	Diluted	Basic	Diluted
Income applicable to common shares	$17,902	$17,902	$10,846	$10,846
Shares:				
Weighted average common shares outstanding	18,230	18,230	17,977	17,977
Adjustments:				
Stock options	-	368	-	470
Adjusted weighted average common shares outstanding	18,230	19,598	17,977	18,447
Earnings per common share	$ 0.98	$ 0.96	$ 0.60	$ 0.59

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