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 November 30, 2002

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 001-08495

CONSTELLATION BRANDS, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	16-0716709
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

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

(585) 218-3600
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the Registrant (1) has 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 Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No ___

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes X No ___

The number of shares outstanding with respect to each of the classes of common stock of Constellation Brands, Inc., as of December 31, 2002, is set forth below:

CLASS	NUMBER OF SHARES OUTSTANDING
Class A Common Stock, Par Value $.01 Per Share	78,412,803
Class B Common Stock, Par Value $.01 Per Share	12,078,490

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

<TABLE>
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CONSTELLATION BRANDS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)

<S>	<C> November 30, 2002 (unaudited)	<C> February 28, 2002
ASSETS		
CURRENT ASSETS:		
Cash and cash investments	$ 29,936	$ 8,961
Accounts receivable, net	479,662	383,922
Inventories, net	880,149	777,586
Prepaid expenses and other current assets	76,165	60,779

Total current assets	1,465,912	1,231,248
PROPERTY, PLANT AND EQUIPMENT, net	599,153	578,764
GOODWILL	721,104	668,083
INTANGIBLE ASSETS, net	382,668	425,987
OTHER ASSETS	171,566	165,303
Total assets	$ 3,340,403	$ 3,069,385
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Notes payable	$ 5,198	$ 54,775
Current maturities of long-term debt	83,338	81,609
Accounts payable	217,715	153,433
Accrued excise taxes	52,615	60,238
Other accrued expenses and liabilities	352,583	245,155
Total current liabilities	711,449	595,210
LONG-TERM DEBT, less current maturities	1,265,574	1,293,183
DEFERRED INCOME TAXES	151,293	163,146
OTHER LIABILITIES	64,171	62,110
STOCKHOLDERS' EQUITY:		
Preferred Stock, $.01 par value- Authorized, 1,000,000 shares; Issued, none at November 30, 2002, and February 28, 2002	-	-
Class A Common Stock, $.01 par value- Authorized, 275,000,000 shares; Issued, 81,198,268 shares at November 30, 2002, and 79,309,174 shares at February 28, 2002	812	793
Class B Convertible Common Stock, $.01 par value- Authorized, 30,000,000 shares; Issued, 14,583,990 shares at November 30, 2002, and 14,608,390 shares at February 28, 2002	146	146
Additional paid-in capital	457,271	431,216
Retained earnings	743,504	592,219
Accumulated other comprehensive loss	(20,965)	(35,222)
	1,180,768	989,152
Less - Treasury stock-		
Class A Common Stock, 2,829,951 shares at November 30, 2002, and 2,895,526 shares at February 28, 2002, at cost	(30,469)	(31,159)
Class B Convertible Common Stock, 2,502,900 shares at November 30, 2002, and February 28, 2002, at cost	(2,207)	(2,207)
	(32,676)	(33,366)
Less - Unearned compensation - restricted stock awards	(176)	(50)
Total stockholders' equity	1,147,916	955,736
Total liabilities and stockholders' equity	$ 3,340,403	$ 3,069,385

<FN>
The accompanying notes are an integral part of these statements.
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CONSTELLATION BRANDS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share data)

	For the Nine Months Ended November 30,		For the Three Months Ended November 30,	
	2002	2001	2002	2001

	(unaudited)	(unaudited)	(unaudited)	(unaudited)
GROSS SALES	$ 2,729,219	$ 2,616,477	$ 969,759	$ 925,556
Less - Excise taxes	(650,641)	(627,064)	(231,380)	(223,702)
Net sales	2,078,578	1,989,413	738,379	701,854
COST OF PRODUCT SOLD	(1,495,096)	(1,457,124)	(524,885)	(508,740)
Gross profit	583,482	532,289	213,494	193,114
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	(263,847)	(264,542)	(85,470)	(84,291)
Operating income	319,635	267,747	128,024	108,823
EQUITY IN EARNINGS OF JOINT VENTURE	10,093	1,028	4,182	1,165
INTEREST EXPENSE, net	(80,494)	(86,408)	(26,202)	(27,249)
Income before income taxes	249,234	182,367	106,004	82,739
PROVISION FOR INCOME TAXES	(97,949)	(72,947)	(41,660)	(33,096)
NET INCOME	$ 151,285	$ 109,420	$ 64,344	$ 49,643
SHARE DATA:				
Earnings per common share:				
Basic	$ 1.69	$ 1.29	$ 0.71	$ 0.57
Diluted	$ 1.63	$ 1.26	$ 0.69	$ 0.55
Weighted average common shares outstanding:				
Basic	89,617	84,724	90,323	86,858
Diluted	92,669	87,140	93,083	89,477
SUPPLEMENTAL DATA RESTATED FOR EFFECT OF SFAS NO. 142:				
Adjusted operating income	$ 319,635	$ 287,132	$ 128,024	$ 115,285
Adjusted net income	$ 151,285	$ 123,069	$ 64,344	$ 54,413
Adjusted earnings per common share - basic	$ 1.69	$ 1.45	$ 0.71	$ 0.63
Adjusted earnings per common share - diluted	$ 1.63	$ 1.41	$ 0.69	$ 0.61

<FN>

The accompanying notes are an integral part of these statements.

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

<S>	For the Nine Months Ended November 30, 2002 (unaudited) <C>	2001 (unaudited) <C>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 151,285	$ 109,420
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation of property, plant and equipment	41,174	39,943
Amortization of intangible assets and other assets	4,409	24,048
Deferred tax provision	4,062	-
Loss (gain) on sale of assets	1,956	(2,175)
Stock-based compensation expense	75	76
Amortization of discount on long-term debt	46	413
Equity in earnings of joint venture	(10,093)	(1,028)
Change in operating assets and liabilities, net of effects from purchases of businesses:		
Accounts receivable, net	(81,470)	(134,321)
Inventories, net	(102,901)	(57,664)
Prepaid expenses and other current assets	(14,029)	(10,499)
Accounts payable	57,198	83,138
Accrued excise taxes	(8,972)	(5,720)
Other accrued expenses and liabilities	100,812	80,560
Other assets and liabilities, net	3,712	(2,517)
Total adjustments	(4,021)	14,254
Net cash provided by operating activities	147,264	123,674
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property, plant and equipment	(51,833)	(47,158)
Payment of accrued earn-out amount	(1,674)	-
Purchases of businesses, net of cash acquired	-	(472,337)
Investment in joint venture	-	(77,282)
Proceeds from sale of assets	977	35,499
Net cash used in investing activities	(52,530)	(561,278)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Principal payments of long-term debt	(62,519)	(43,080)
Net (repayments of) proceeds from notes payable	(49,429)	156,226
Payment of issuance costs of long-term debt	(10)	(1,339)
Exercise of employee stock options	25,539	35,249
Proceeds from issuance of long-term debt, net of discount	10,000	2,910
Proceeds from employee stock purchases	1,319	842
Proceeds from equity offering, net of fees	-	151,486
Net cash (used in) provided by financing activities	(75,100)	302,294
Effect of exchange rate changes on cash and cash investments	1,341	(908)
NET INCREASE (DECREASE) IN CASH AND CASH INVESTMENTS	20,975	(136,218)
CASH AND CASH INVESTMENTS, beginning of period	8,961	145,672
CASH AND CASH INVESTMENTS, end of period	$ 29,936	$ 9,454
SUPPLEMENTAL DISCLOSURES OF NONCASH INVESTING AND FINANCING ACTIVITIES:		
Fair value of assets acquired, including cash acquired	$ -	$ 541,296
Liabilities assumed	-	(63,217)
Cash paid	-	478,079
Less - cash acquired	-	(5,742)
Net cash paid for purchases of businesses	$ -	$ 472,337
Property, plant and equipment contributed to joint venture	$ -	$ 30,020

<FN>
The accompanying notes are an integral part of these statements.
</TABLE>

CONSTELLATION BRANDS, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
NOVEMBER 30, 2002
(UNAUDITED)

1) MANAGEMENT'S REPRESENTATIONS:

The consolidated financial statements included herein have been prepared by Constellation 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 significant 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 28, 2002. Results of operations for interim periods are not necessarily indicative of annual results.

Certain February 28, 2002, balances have been reclassified to conform to current year presentation.

2) ACCOUNTING CHANGES:

Effective March 1, 2002, the Company completed its adoption of Statement of Financial Accounting Standards No. 141 ("SFAS No. 141"), "Business Combinations," resulting in a reclassification of $46.8 million of previously identified separable intangible assets to goodwill and an elimination of $16.6 million of deferred tax liabilities previously associated with those intangible assets with a corresponding deduction from goodwill. The adoption of SFAS No. 141 did not have any other material impact on the Company's financial statements.

Effective March 1, 2002, the Company adopted Statement of Financial Accounting Standards No. 142 ("SFAS No. 142"), "Goodwill and Other Intangible Assets." SFAS No. 142 addresses financial accounting and reporting for acquired goodwill and other intangible assets and supersedes Accounting Principles Board Opinion No. 17, "Intangible Assets." Under SFAS No. 142, goodwill and indefinite lived intangible assets are no longer amortized but are reviewed at least annually for impairment. Intangible assets that are not deemed to have an indefinite life will continue to be amortized over their useful lives and are subject to review for impairment. Upon adoption of SFAS No. 142, the Company determined that certain of its intangible assets met the criteria to be considered indefinite lived and, accordingly, ceased their amortization effective March 1, 2002. These intangible assets consisted principally of trademarks. Intangible assets determined to have a finite life, primarily distribution agreements, continue to be amortized over their estimated useful lives which were not modified as a result of adopting SFAS No. 142. Nonamortizable intangible assets are tested for impairment in accordance with the provisions of SFAS No. 142 and amortizable intangible assets are tested for impairment in accordance with the provisions of SFAS No. 144 (as defined below). Note 5 provides a summary of intangible assets segregated between amortizable and nonamortizable amounts.

The Company has completed its impairment testing for nonamortizable intangible assets and goodwill pursuant to the requirements of SFAS No. 142. No instances of impairment were noted as a result of these processes.

The following table presents earnings and earnings per share information for the comparative periods as if the nonamortization provisions of SFAS No. 142 had been applied as of March 1, 2001:

<TABLE>
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	For the Nine Months Ended November 30,		For the Three Months Ended November 30,	
	2002	2001	2002	2001
(in thousands, except per share data)				
<S>	<C>	<C>	<C>	<C>
Reported net income	$ 151,285	$ 109,420	$ 64,344	$ 49,643
Add back: amortization of goodwill	-	11,165	-	2,904
Add back: amortization of intangibles reclassified to goodwill	-	1,611	-	540

Add back: amortization of indefinite lived intangible assets	-	6,609	-	3,018
Less: income tax effect	-	(5,736)	-	(1,692)
Adjusted net income	$ 151,285	$ 123,069	$ 64,344	$ 54,413
Basic earnings per common share:				
Reported net income	$ 1.69	$ 1.29	$ 0.71	$ 0.57
Add back: amortization of goodwill	-	0.13	-	0.03
Add back: amortization of intangibles reclassified to goodwill	-	0.02	-	0.01
Add back: amortization of indefinite lived intangible assets	-	0.08	-	0.04
Less: income tax effect	-	(0.07)	-	(0.02)
Adjusted net income	$ 1.69	$ 1.45	$ 0.71	$ 0.63
Diluted earnings per common share:				
Reported net income	$ 1.63	$ 1.26	$ 0.69	$ 0.55
Add back: amortization of goodwill	-	0.13	-	0.03
Add back: amortization of intangibles reclassified to goodwill	-	0.02	-	0.01
Add back: amortization of indefinite lived intangible assets	-	0.07	-	0.04
Less: income tax effect	-	(0.07)	-	(0.02)
Adjusted net income	$ 1.63	$ 1.41	$ 0.69	$ 0.61

</TABLE>

The changes in the carrying amount of goodwill for the nine months ended November 30, 2002, are as follows:

<TABLE>
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(in thousands)	Popular and Premium Wine	Imported Beer and Spirits	U.K. Brands and Wholesale	Fine Wine	Consolidated
<S>	<C>	<C>	<C>	<C>	<C>
Balance, February 28, 2002	$ 226,798	$ 105,680	$ 143,321	$ 192,284	$ 668,083
Intangible assets reclassified to goodwill at March 1, 2002	-	40,030	6,765	-	46,795
Elimination of deferred tax liabilities	-	(14,611)	(2,030)	-	(16,641)
Purchase accounting allocations	4,985	-	-	808	5,793
Foreign currency translation adjustments	-	253	14,635	-	14,888
Other	2,186	-	-	-	2,186
Balance, November 30, 2002	$ 233,969	$ 131,352	$ 162,691	$ 193,092	$ 721,104

</TABLE>

Effective March 1, 2002, the Company adopted Statement of Financial Accounting Standards No. 144 ("SFAS No. 144"), "Accounting for the Impairment or Disposal of Long-Lived Assets," which addresses financial accounting and reporting for the impairment or disposal of long-lived assets. SFAS

No. 144 supersedes Statement of Financial Accounting Standards No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of," and the accounting and reporting provisions of Accounting Principles Board Opinion No. 30, "Reporting the Results of Operations-Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions," for the disposal of a segment of a business (as previously defined in that Opinion). The adoption of SFAS No. 144 did not have a material impact on the Company's financial statements.

Effective March 1, 2002, the Company adopted EITF Issue No. 01-09 ("EITF No. 01-09"), "Accounting for Consideration Given by a Vendor to a Customer (Including a Reseller of the Vendor's Products)," which codified various issues related to the income statement classification of certain promotional payments under EITF Issue No. 00-14, "Accounting for Certain Sales Incentives," EITF Issue No. 00-22, "Accounting for 'Points' and Certain Other Time-Based or Volume-Based Sales Incentive Offers, and Offers for Free Products or Services to Be Delivered in the Future," and EITF Issue No. 00-25, "Vendor Income Statement

Characterization of Consideration Paid to a Reseller of the Vendor's Products." EITF No. 01-09 addresses the recognition, measurement and income statement classification of consideration given by a vendor to a customer (including both a reseller of the vendor's products and an entity that purchases the vendor's products from a reseller). EITF No. 01-09, among other things, requires that certain consideration given by a vendor to a customer be characterized as a reduction of revenue when recognized in the vendor's income statement. The Company previously reported such costs as selling, general and administrative expenses. As a result of adopting EITF No. 01-09 on March 1, 2002, the Company has restated net sales, cost of product sold, and selling, general and administrative expenses for the nine months and three months ended November 30, 2001. Net sales were reduced by $157.5 million and $62.2 million, respectively; cost of product sold was increased by $8.2 million and $3.1 million, respectively; and selling, general and administrative expenses were reduced by $165.7 million and $65.3 million, respectively. This reclassification did not affect operating income or net income.

Effective January 1, 2003, the Company adopted Statement of Financial Accounting Standards No. 146 ("SFAS No. 146"), "Accounting for Costs Associated with Exit or Disposal Activities." SFAS No. 146 addresses financial accounting and reporting for costs associated with exit or disposal activities and nullifies EITF Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)." The adoption of SFAS No. 146 did not have a material impact on the Company's financial statements.

3) ACQUISITIONS:

On March 5, 2001, in an asset acquisition, the Company acquired several well-known premium wine brands, including Vendange, Nathanson Creek, Heritage, and Talus, working capital (primarily inventories), two wineries in California, and other related assets from Sebastiani Vineyards, Inc. and Tuolomne River Vintners Group (the "Turner Road Vintners Assets"). The purchase price of the Turner Road Vintners Assets, including assumption of indebtedness of $9.4 million, was $289.2 million. The acquisition was financed by the proceeds from the sale of the February 2001 Senior Notes and revolving loan borrowings under the senior credit facility. The Turner Road Vintners Assets acquisition was accounted for using the purchase method; accordingly, the acquired net assets were recorded at fair market value at the date of acquisition. The excess of the purchase price over the fair market value of the net assets acquired (goodwill), $146.7 million, is no longer being amortized, but is tested for impairment at least annually in accordance with the provisions of SFAS No. 142. The results of operations of the Turner Road Vintners Assets are reported in the Popular and Premium Wine segment and have been included in the Consolidated Statements of Income since the date of acquisition.

On March 26, 2001, in an asset acquisition, the Company acquired certain wine brands, wineries, working capital (primarily inventories), and other related assets from Corus Brands, Inc. (the "Corus Assets"). In this acquisition, the Company acquired several well-known premium wine brands primarily sold in the northwestern United States, including Covey Run, Columbia, Ste. Chapelle and Alice White. The purchase price of the Corus Assets, including assumption of indebtedness (net of cash acquired) of $3.0 million, was $52.3 million plus an earn-out over six years based on the performance of the brands. As of November 30, 2002, the Company has paid an earn-out in the amount of $1.7 million. In connection with the transaction, the Company also entered into long-term grape supply agreements with affiliates of Corus Brands, Inc. covering more than 1,000 acres of Washington and Idaho vineyards. The acquisition was financed with revolving loan borrowings under the senior credit facility. The Corus Assets acquisition was accounted for using the purchase method; accordingly, the acquired net assets were recorded at fair market value at the date of acquisition. The excess of the purchase price over the fair market value of the net assets acquired (goodwill), $48.9 million, is no longer being amortized, but is tested for impairment at least annually in accordance with the provisions of SFAS No. 142. The results of operations of the Corus Assets are reported in the Popular and Premium Wine segment and have been included in the Consolidated Statements of Income since the date of acquisition.

On July 2, 2001, the Company acquired all of the outstanding capital stock of Ravenswood Winery, Inc. (the "Ravenswood Acquisition"). The Ravenswood business produces, markets and sells super-premium and ultra-premium California wine, primarily under the Ravenswood brand name. The purchase price of the Ravenswood Acquisition, including assumption of indebtedness of $2.8 million, was $152.5 million. The purchase price was financed with revolving loan borrowings under the senior credit facility. The Ravenswood Acquisition was accounted for using the purchase method; accordingly, the acquired net assets were recorded at fair market value at the date of acquisition. The excess of the purchase price over the fair market value of the net assets acquired (goodwill), $99.8 million, is not amortizable and is tested for impairment at least annually in accordance with the provisions of SFAS No. 142. The Ravenswood Acquisition was consistent with the Company's strategy of further penetrating the higher gross profit margin super-premium and ultra-premium wine categories. The results of operations of the Ravenswood business are reported in the Fine Wine segment and have been included in the Consolidated Statements of Income since the date of acquisition.

The following table summarizes the fair values of the assets acquired and liabilities assumed in the Ravenswood Acquisition at July 2, 2001, as adjusted for the final appraisal:

Current assets	$ 34,396
Property, plant and equipment	14,994
Other assets	26
Trademarks	45,600
Goodwill	99,756
Total assets acquired	194,772
Current liabilities	12,523
Long-term liabilities	32,593
Total liabilities assumed	45,116
Net assets acquired	$ 149,656

The trademarks are not subject to amortization. None of the goodwill is expected to be deductible for tax purposes.

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The following table sets forth the unaudited historical and unaudited pro forma results of operations of the Company for the nine months ended November 30, 2002, and November 30, 2001, respectively. The unaudited pro forma results of operations for the nine months ended November 30, 2001, give effect to the acquisitions of the Turner Road Vintners Assets and the Corus Assets and the Ravenswood Acquisition as if they occurred on March 1, 2001. 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 certain assumptions that the Company believes are reasonable under the circumstances. The unaudited pro forma results of operations for the nine months ended November 30, 2001, do not reflect total nonrecurring charges of $12.6 million ($0.09 per share on a diluted basis) related to transaction costs, primarily for the acceleration of vesting of stock options, which were incurred by Ravenswood Winery, Inc. 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 Nine Months Ended November 30,	
	2002	2001
(in thousands, except per share data)		
Net sales	$ 2,078,578	$ 2,004,772
Income before income taxes	$ 249,234	$ 179,445
Net income	$ 151,285	$ 107,256
Earnings per common share:		
Basic	$ 1.69	$ 1.27
Diluted	$ 1.63	$ 1.23
Weighted average common shares outstanding:		
Basic	89,617	84,724
Diluted	92,669	87,140

4) 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:

	November 30, 2002	February 28, 2002
(in thousands)		

Raw materials and supplies	$ 27,093	$ 34,126
In-process inventories	589,486	524,373
Finished case goods	263,570	219,087
	$ 880,149	$ 777,586

5) INTANGIBLE ASSETS:

The major components of intangible assets are:

<TABLE>
<CAPTION>

	November 30, 2002		February 28, 2002	
	Gross Carrying Amount	Net Carrying Amount	Gross Carrying Amount	Net Carrying Amount
(in thousands)				
<S>	<C>	<C>	<C>	<C>
Amortizable intangible assets:				
Distribution agreements	$ 10,158	$ 4,815	$ 10,158	$ 5,960
Other	3,978	526	4,049	1,067
Total	$ 14,136	5,341	$ 14,207	7,027
Nonamortizable intangible assets:				
Trademarks		356,838		351,707
Distributor and agency relationships		20,458		60,488
Other		31		6,765
Total		377,327		418,960
Total intangible assets		$ 382,668		$ 425,987

</TABLE>

The difference between the gross carrying amount and net carrying amount for each item presented is attributable to accumulated amortization. Amortization expense for intangible assets was $1.7 million and $0.6 million for the nine months and three months ended November 30, 2002, respectively. Estimated amortization expense for each of the five succeeding fiscal years is as follows:

(in thousands)	
2003	$ 2,249
2004	$ 1,625
2005	$ 1,427
2006	$ 1,361
2007	$ 365

6) INVESTMENT IN JOINT VENTURE:

On July 31, 2001, the Company and BRL Hardy Limited ("Hardy") completed the formation of Pacific Wine Partners LLC ("PWP"), a joint venture owned equally by the Company and Hardy. The Company and PWP are parties to the following agreements: crushing, wine production, bottling, storage, and related services agreement; inventory supply agreement; sublease and assumption agreements pertaining to certain vineyards, which agreements include a market value adjustment provision; and a market value adjustment agreement relating to a certain vineyard lease held by PWP. As of November 30, 2002, amounts related to the above agreements were not material.

On October 16, 2001, the Company announced that PWP completed the purchase of certain assets of Blackstone Winery, including the Blackstone brand and the Codera wine business in Sonoma County (the "Blackstone Assets"). The purchase price of the Blackstone Assets was $138.0 million and was financed equally by the Company and Hardy. The Company used revolving loan borrowings under its senior credit facility to fund the Company's portion of the transaction.

As of November 30, 2002, the Company's investment balance, which is accounted for under the equity method, was $120.6 million and is included on the Consolidated Balance Sheets in Other Assets. The carrying amount of the investment is less than the Company's equity in the underlying net assets of PWP by $3.9 million. This amount is included in earnings as the assets are used by PWP.

7) STOCKHOLDERS' EQUITY:

In July 2002, the stockholders of the Company approved an increase in the number of authorized shares of Class A Common Stock from 120,000,000 shares to 275,000,000 shares and Class B Convertible Common Stock from 20,000,000 shares to 30,000,000 shares, thereby increasing the aggregate number of authorized shares of the Company to 306,000,000 shares.

8) 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.

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

<TABLE>
<CAPTION>

	For the Nine Months Ended November 30,		For the Three Months Ended November 30,	
	2002	2001	2002	2001
(in thousands, except per share data)				
<S>	<C>	<C>	<C>	<C>
Income applicable to common shares	$ 151,285	$ 109,420	$ 64,344	$ 49,643
Weighted average common shares outstanding - basic	89,617	84,724	90,323	86,858
Stock options	3,052	2,416	2,760	2,619
Weighted average common shares outstanding - diluted	92,669	87,140	93,083	89,477
EARNINGS PER COMMON SHARE - BASIC	$ 1.69	$ 1.29	$ 0.71	$ 0.57
EARNINGS PER COMMON SHARE - DILUTED	$ 1.63	$ 1.26	$ 0.69	$ 0.55

</TABLE>

Stock options to purchase 1.1 million and 2.2 million shares of Class A Common Stock at a weighted average price per share of $27.43 and $20.62 were outstanding during the nine months ended November 30, 2002 and 2001, 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 for the period. Stock options to purchase 1.1 million and 2.2 million shares of Class A Common Stock at a weighted average price per share of $27.41 and $20.62 were outstanding during the three months ended November 30, 2002 and 2001, 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 for the period.

9) COMPREHENSIVE INCOME:

Comprehensive income consists of net income, foreign currency translation adjustments, net unrealized gains or losses on derivative instruments and minimum pension liability adjustments. The reconciliation of net income to comprehensive income is as follows:

<TABLE>
<CAPTION>

	For the Nine Months Ended November 30,		For the Three Months Ended November 30,	
	2002	2001	2002	2001
(in thousands)				
<S>	<C>	<C>	<C>	<C>
Net income	$ 151,285	$ 109,420	$ 64,344	$ 49,643
Other comprehensive income, net of tax:				
Foreign currency translation adjustments	14,659	(8,114)	1,520	(5,232)
Cash flow hedges:				
Net derivative gains, net of tax effect of				

$0, $103, $0 and $7, respectively	-	209	-	(10)
Reclassification adjustments, net of tax effect of $13, $80, $0 and $5, respectively	(21)	(173)	-	13
Net cash flow hedges	(21)	36	-	3
Minimum pension liability adjustment, net of tax effect of $254, $0, $(1) and $0, respectively	(380)	-	2	-
Total comprehensive income	$ 165,543	$ 101,342	$ 65,865	$ 44,414

</TABLE>

Accumulated other comprehensive loss includes the following components:

<TABLE>
<CAPTION>

	For the Nine Months Ended November 30, 2002			
	Foreign Currency Translation Adjustments	Net Unrealized Gains on Derivatives	Minimum Pension Liability Adjustment	Accumulated Other Comprehensive Loss
(in thousands)				
<S>	<C>	<C>	<C>	<C>
Balance, February 28, 2002	$ (35,243)	$ 21	$ -	$ (35,222)
Current-period change	14,658	(21)	(380)	14,257
Balance, November 30, 2002	$ (20,585)	$ -	$ (380)	$ (20,965)

</TABLE>

10) RELATED PARTIES:

Agustin Francisco Huneeus, the executive in charge of the Fine Wine segment, along with other members of his immediate family, through various family owned entities (the "Huneeus Interests") engaged in certain transactions with the Fine Wine segment during the nine months and three months ended November 30, 2002, and November 30, 2001. The Huneeus Interests engage the Fine Wine segment as the exclusive distributor of its Quintessa wines under a long-term contract; sell grapes to the Fine Wine segment pursuant to existing long-term contracts; participate as partners with the Fine Wine segment in the ownership and operation of a winery and vineyards in Chile; and render brand management and other consulting and advisory services in the United States and internationally to the Fine Wine segment and the Company. Total amounts to the Huneeus Interests pursuant to these transactions and arrangements for the nine months ended November 30, 2002, and November 30, 2001, totaled $4.7 million and $4.3 million, respectively. Total amounts to the Huneeus Interests pursuant to these transactions and arrangements for the three months ended November 30, 2002, and November 30, 2001, totaled $3.1 million and $2.7 million, respectively. In addition, the Fine Wine segment performs certain wine processing services for the Huneeus Interests. Total fees earned from the Huneeus Interests by the Fine Wine segment for these services were not material for the nine months and three months ended November 30, 2002, and November 30, 2001. As of November 30, 2002, and November 30, 2001, the net amounts due to/from the Huneeus Interests under these agreements are insignificant.

11) CONDENSED CONSOLIDATING FINANCIAL INFORMATION:

The following information sets forth the condensed consolidating balance sheets of the Company as of November 30, 2002, and February 28, 2002, the condensed consolidating statements of income for the nine months and three months ended November 30, 2002 and 2001, and the condensed consolidating statements of cash flows for the nine months ended November 30, 2002 and 2001, for the Company, the parent company, the combined subsidiaries of the Company which guarantee the Company's senior notes and senior subordinated notes ("Subsidiary Guarantors") and the combined subsidiaries of the Company which are not Subsidiary Guarantors, primarily Matthew Clark, which is included in the U.K. Brands and Wholesale segment ("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. The accounting policies of the parent company, the Subsidiary Guarantors and the Subsidiary Nonguarantors are the same as those described for the Company in the Summary of Significant Accounting Policies in Note 1 to the Company's consolidated financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended February 28, 2002, and include the accounting changes described in Note 2 herein. 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
Condensed Consolidating Balance Sheet					
at November 30, 2002					
Current assets:					
Cash and cash investments	$ 1,467	$ 1,723	$ 26,746	$ -	$ 29,936
Accounts receivable, net	129,142	150,099	200,421	-	479,662
Inventories, net	16,794	706,632	156,774	(51)	880,149
Prepaid expenses and other current assets	9,191	50,427	16,547	-	76,165
Intercompany (payable) receivable	(61,225)	67,895	(6,670)	-	-
Total current assets	95,369	976,776	393,818	(51)	1,465,912
Property, plant and equipment, net	41,574	360,627	196,952	-	599,153
Investments in subsidiaries	2,527,803	568,062	-	(3,095,865)	-
Goodwill	51,172	496,074	173,858	-	721,104
Intangible assets, net	10,942	317,096	54,630	-	382,668
Other assets	20,082	123,880	27,604	-	171,566
Total assets	$ 2,746,942	$ 2,842,515	$ 846,862	$ (3,095,916)	$ 3,340,403
Current liabilities:					
Notes payable	$ 4,500	$ -	$ 698	$ -	$ 5,198
Current maturities of long-term debt	79,175	3,485	678	-	83,338
Accounts payable	33,517	85,222	98,976	-	217,715
Accrued excise taxes	9,379	19,273	23,963	-	52,615
Other accrued expenses and liabilities	164,838	57,405	130,340	-	352,583
Total current liabilities	291,409	165,385	254,655	-	711,449
Long-term debt, less current maturities	1,244,446	11,866	9,262	-	1,265,574
Deferred income taxes	43,422	74,783	33,088	-	151,293
Other liabilities	535	38,274	25,362	-	64,171

(in thousands)	Parent Company	Subsidiary Guarantors	Subsidiary Nonguarantors	Eliminations	Consolidated
Stockholders' equity:					
Class A and class B common stock	958	6,434	64,867	(71,301)	958
Additional paid-in capital	457,271	1,221,076	436,466	(1,657,542)	457,271
Retained earnings	743,555	1,300,293	66,729	(1,367,073)	743,504

Accumulated other comprehensive loss	(1,802)	24,404	(43,567)	-	(20,965)
Treasury stock and other	(32,852)	-	-	-	(32,852)
Total stockholders' equity	1,167,130	2,552,207	524,495	(3,095,916)	1,147,916
Total liabilities and stockholders' equity	$ 2,746,942	$ 2,842,515	$ 846,862	$ (3,095,916)	$ 3,340,403

Condensed Consolidating Balance Sheet

at February 28, 2002

Current assets:					
Cash and cash investments	$ 838	$ 2,084	$ 6,039	$ -	$ 8,961
Accounts receivable, net	86,315	166,875	130,732	-	383,922
Inventories, net	17,662	631,050	128,934	(60)	777,586
Prepaid expenses and other current assets	7,148	40,364	13,267	-	60,779
Intercompany (payable) receivable	(64,061)	(288)	64,349	-	-
Total current assets	47,902	840,085	343,321	(60)	1,231,248
Property, plant and equipment, net	36,834	354,431	187,499	-	578,764
Investments in subsidiaries	2,404,282	558,263	-	(2,962,545)	-
Goodwill	51,172	462,676	154,235	-	668,083
Intangible assets, net	11,016	361,039	53,932	-	425,987
Other assets	22,598	111,892	30,813	-	165,303
Total assets	$ 2,573,804	$ 2,688,386	$ 769,800	$ (2,962,605)	$ 3,069,385
Current liabilities:					
Notes payable	$ 50,000	$ -	$ 4,775	$ -	$ 54,775
Current maturities of long-term debt	71,953	3,542	6,114	-	81,609
Accounts payable	34,590	50,425	68,418	-	153,433
Accrued excise taxes	12,244	37,033	10,961	-	60,238
Other accrued expenses and liabilities	94,067	51,250	99,838	-	245,155
Total current liabilities	262,854	142,250	190,106	-	595,210
Long-term debt, less current maturities	1,278,834	14,237	112	-	1,293,183
Deferred income taxes	39,022	91,963	32,161	-	163,146
Other liabilities	476	38,174	23,460	-	62,110
Stockholders' equity:					
Class A and class B common stock	939	6,434	64,867	(71,301)	939
Additional paid-in capital	431,216	1,220,917	436,466	(1,657,383)	431,216
Retained earnings	592,279	1,176,931	56,930	(1,233,921)	592,219
Accumulated other comprehensive income (loss)	1,600	(2,520)	(34,302)	-	(35,222)
Treasury stock and other	(33,416)	-	-	-	

	Parent Company	Subsidiary Guarantors	Subsidiary Nonguarantors	Eliminations	Consolidated
					(33,416)
Total stockholders' equity	992,618	2,401,762	523,961	(2,962,605)	955,736
Total liabilities and stockholders' equity	$ 2,573,804	$ 2,688,386	$ 769,800	$ (2,962,605)	$ 3,069,385

(in thousands)

Condensed Consolidating Statement of Income for the Nine Months Ended November 30, 2002

	Parent Company	Subsidiary Guarantors	Subsidiary Nonguarantors	Eliminations	Consolidated
Gross sales	$ 611,053	$ 1,482,454	$ 862,956	$ (227,244)	$ 2,729,219
Less - excise taxes	(110,952)	(315,651)	(224,038)	-	(650,641)
Net sales	500,101	1,166,803	638,918	(227,244)	2,078,578
Cost of product sold	(381,128)	(828,517)	(512,704)	227,253	(1,495,096)
Gross profit	118,973	338,286	126,214	9	583,482
Selling, general and administrative expenses	(79,921)	(110,749)	(73,177)	-	(263,847)
Operating income	39,052	227,537	53,037	9	319,635
Equity in earnings of subsidiary/joint venture	123,362	19,892	-	(133,161)	10,093
Interest expense, net	6,935	(52,151)	(35,278)	-	(80,494)
Income before income taxes	169,349	195,278	17,759	(133,152)	249,234
Provision for income taxes	(18,073)	(71,916)	(7,960)	-	(97,949)
Net income	$ 151,276	$ 123,362	$ 9,799	$ (133,152)	$ 151,285

Condensed Consolidating Statement of Income for the Nine Months Ended November 30, 2001

	Parent Company	Subsidiary Guarantors	Subsidiary Nonguarantors	Eliminations	Consolidated
Gross sales	$ 622,687	$ 1,512,551	$ 786,188	$ (304,949)	$ 2,616,477
Less - excise taxes	(110,805)	(316,167)	(200,092)	-	(627,064)
Net sales	511,882	1,196,384	586,096	(304,949)	1,989,413
Cost of product sold	(388,457)	(903,345)	(470,222)	304,900	(1,457,124)
Gross profit	123,425	293,039	115,874	(49)	532,289
Selling, general and administrative expenses	(62,128)	(130,110)	(72,304)	-	(264,542)

Operating income	61,297	162,929	43,570	(49)	267,747
Equity in earnings of subsidiary/joint venture	82,506	27,518	-	(108,996)	1,028
Interest expense, net	(7,011)	(76,397)	(3,000)	-	(86,408)
Income before income taxes	136,792	114,050	40,570	(109,045)	182,367
Provision for income taxes	(27,323)	(31,544)	(14,080)	-	(72,947)
Net income	$ 109,469	$ 82,506	$ 26,490	$ (109,045)	$ 109,420

Condensed Consolidating Statement of Income
for the Three Months Ended November 30, 2002

Gross sales	$ 234,370	$ 525,027	$ 315,653	$ (105,291)	$ 969,759
Less - excise taxes	(43,019)	(106,846)	(81,515)	-	(231,380)
Net sales	191,351	418,181	234,138	(105,291)	738,379
Cost of product sold	(142,016)	(303,118)	(185,147)	105,396	(524,885)
Gross profit	49,335	115,063	48,991	105	213,494
Selling, general and administrative expenses	(26,512)	(36,308)	(22,650)	-	(85,470)
Operating income	22,823	78,755	26,341	105	128,024
Equity in earnings of subsidiary/joint venture	48,687	13,216	-	(57,721)	4,182
Interest expense, net	(2,798)	(17,066)	(11,934)	-	(26,202)
Income before income taxes	74,308	74,905	14,407	(57,616)	106,004
Provision for income taxes	(10,069)	(26,218)	(5,373)	-	(41,660)
Net income	$ 64,239	$ 48,687	$ 9,034	$ (57,616)	$ 64,344

(in thousands)	Parent Company	Subsidiary Guarantors	Subsidiary Nonguarantors	Eliminations	Consolidated
Condensed Consolidating Statement of Income for the Three Months Ended November 30, 2001					
Gross sales	$ 234,508	$ 514,490	$ 287,706	$ (111,148)	$ 987,776
Less - excise taxes	(42,858)	(105,228)	(75,616)	-	(223,702)
Net sales	191,650	409,262	212,090	(111,148)	764,074
Cost of product sold	(186,544)	(265,345)	(167,969)	111,118	(505,666)

Gross profit	5,106	143,917	44,121	(30)	258,408
Selling, general and administrative expenses	(16,917)	(66,263)	(1,111)	-	(149,585)
Operating (loss) income	(11,811)	77,654	43,010	(30)	108,823
Equity in earnings of subsidiary/joint venture	61,822	36,370	-	(97,027)	1,165
Interest income (expense), net	911	(27,224)	(936)	-	(27,249)
Income before income taxes	50,922	86,800	42,074	(97,057)	82,739
Provision for income taxes	(1,249)	(24,978)	(6,869)	-	(33,096)
Net income	$ 49,673	$ 61,822	$ 35,205	$ (97,057)	$ 49,643

Condensed Consolidating Statement of Cash Flows
for the Nine Months Ended November 30, 2002

Net cash provided by operating activities	$ 59,057	$ 56,694	$ 31,513	$ -	$ 147,264
Cash flows from investing activities:					
Purchases of property, plant and equipment	(9,161)	(30,801)	(11,871)	-	(51,833)
Other	-	(1,274)	577	-	(697)
Net cash used in investing activities	(9,161)	(32,075)	(11,294)	-	(52,530)
Cash flows from financing activities:					
Principal payments of long-term debt	(53,987)	(2,387)	(6,145)	-	(62,519)
Net repayments of notes payable	(45,500)	-	(3,929)	-	(49,429)
Payment of issuance costs of long-term debt	(10)	-	-	-	(10)
Exercise of employee stock options	25,539	-	-	-	25,539
Proceeds from issuance of long-term debt	-	-	10,000	-	10,000
Proceeds from employee stock purchases	1,319	-	-	-	1,319
Net cash (used in) provided by financing activities	(72,639)	(2,387)	(74)	-	(75,100)
Effect of exchange rate changes on cash and cash investments	23,372	(22,593)	562	-	1,341
Net increase (decrease) in cash and cash investments	629	(361)	20,707	-	20,975
Cash and cash investments, beginning of period	838	2,084	6,039	-	8,961

	Parent Company	Subsidiary Guarantors	Subsidiary Nonguarantors	Eliminations	Consolidated
Cash and cash investments, end of period	$ 1,467	$ 1,723	$ 26,746	$ -	$ 29,936

(in thousands)

Condensed Consolidating Statement of Cash Flows

for the Nine Months Ended November 30, 2001

	Parent Company	Subsidiary Guarantors	Subsidiary Nonguarantors	Eliminations	Consolidated
Net cash provided by operating activities	$ 38,287	$ 76,602	$ 8,785	$ -	$ 123,674
Cash flows from investing activities:					
Purchases of businesses, net of cash acquired	(478,115)	5,778	-	-	(472,337)
Investment in joint venture	-	(77,282)	-	-	(77,282)
Purchases of property, plant and equipment	(6,038)	(31,110)	(10,010)	-	(47,158)
Proceeds from sale of assets	-	35,150	349	-	35,499
Net cash used in investing activities	(484,153)	(67,464)	(9,661)	-	(561,278)
Cash flows from financing activities:					
Net proceeds from notes payable	155,000	-	1,226	-	156,226
Proceeds from equity offerings, net of fees	151,486	-	-	-	151,486
Exercise of employee stock options	35,249	-	-	-	35,249
Proceeds from issuance of long-term debt, net of discount	-	-	2,910	-	2,910
Proceeds from employee stock purchases	842	-	-	-	842
Principal payments of long-term debt	(33,038)	(8,348)	(1,694)	-	(43,080)
Payment of issuance costs of long-term debt	(1,339)	-	-	-	(1,339)
Net cash provided by (used in) financing activities	308,200	(8,348)	2,442	-	302,294
Effect of exchange rate changes on cash and cash investments	(3,234)	3,751	(1,425)	-	(908)
Net (decrease) increase in cash and cash investments	(140,900)	4,541	141	-	(136,218)
Cash and cash investments, beginning of period	142,104	3,239	329	-	145,672
Cash and cash investments, end of period	$ 1,204	$ 7,780	$ 470	$ -	$ 9,454

============
</TABLE>

12) BUSINESS SEGMENT INFORMATION:

The Company reports its operating results in five segments: Popular and Premium Wine (branded popular and premium wine and brandy, and other, primarily grape juice concentrate and bulk wine); Imported Beer and Spirits (primarily imported beer and distilled spirits); U.K. Brands and Wholesale (branded wine, cider and bottled water, and wholesale wine, cider, distilled spirits, beer and soft drinks); Fine Wine (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 availability of separate financial results. The accounting policies of the segments are the same as those described for the Company in the Summary of Significant Accounting Policies in Note 1 to the Company's consolidated financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended February 28, 2002, and include the accounting changes described in Note 2 herein. The Company evaluates performance based on operating income of the respective business units.

Segment information is as follows:

<TABLE>
<CAPTION>

	For the Nine Months Ended November 30,		For the Three Months Ended November 30,	
	2002	2001	2002	2001
(in thousands)				
<S>	<C>	<C>	<C>	<C>
Popular and Premium Wine:				
Net sales:				
Branded:				
External customers	$ 510,882	$ 520,627	$ 195,802	$ 194,814
Intersegment	7,601	7,532	1,876	2,888
Total Branded	518,483	528,159	197,678	197,702
Other:				
External customers	33,924	46,240	13,116	18,857
Intersegment	8,881	10,413	2,539	2,557
Total Other	42,805	56,653	15,655	21,414
Net sales	$ 561,288	$ 584,812	$ 213,333	$ 219,116
Operating income	$ 79,808	$ 75,706	$ 37,240	$ 36,377
Equity in earnings of joint venture	$ 10,093	$ 1,028	$ 4,182	$ 1,165
Long-lived assets	$ 196,781	$ 187,211	$ 196,781	$ 187,211
Investment in joint venture	$ 120,613	$ 108,897	$ 120,613	$ 108,897
Total assets	$1,190,385	$1,099,704	$1,190,385	$1,099,704
Capital expenditures	$ 17,650	$ 11,841	$ 7,112	$ 5,764
Depreciation and amortization	$ 17,532	$ 23,546	$ 5,772	$ 7,387
Imported Beer and Spirits:				
Net sales:				
Beer	$ 615,098	$ 570,178	$ 195,585	$ 174,045
Spirits	219,381	214,430	80,495	76,638
Net sales	$ 834,479	$ 784,608	$ 276,080	$ 250,683
Operating income	$ 175,548	$ 143,234	$ 59,572	$ 47,822
Long-lived assets	$ 77,391	$ 79,633	$ 77,391	$ 79,633
Total assets	$ 710,495	$ 713,416	$ 710,495	$ 713,416
Capital expenditures	$ 6,054	$ 9,253	$ 2,024	$ 2,517
Depreciation and amortization	$ 7,691	$ 13,487	$ 2,586	$ 4,337
U.K. Brands and Wholesale:				
Net sales:				
Branded:				
External customers	$ 179,563	$ 177,037	$ 66,988	$ 64,912
Intersegment	151	481	-	-
Total Branded	179,714	177,518	66,988	64,912
Wholesale	408,795	366,312	144,406	131,839
Net sales	$ 588,509	$ 543,830	$ 211,394	$ 196,751
Operating income	$ 46,418	$ 40,157	$ 21,643	$ 17,872
Long-lived assets	$ 147,825	$ 137,562	$ 147,825	$ 137,562

Total assets	$ 723,198	$ 668,932	$ 723,198	$ 668,932
Capital expenditures	$ 9,285	$ 6,473	$ 3,175	$ 2,434
Depreciation and amortization	$ 10,790	$ 14,390	$ 3,689	$ 4,971

	For the Nine Months Ended November 30,		For the Three Months Ended November 30,	
	2002	2001	2002	2001
(in thousands)				
<S>	<C>	<C>	<C>	<C>
Fine Wine:				
Net sales:				
External customers	$ 110,935	$ 94,589	$ 41,987	$ 40,749
Intersegment	1,092	516	404	262
Net sales	$ 112,027	$ 95,105	$ 42,391	$ 41,011
Operating income	$ 40,286	$ 28,315	$ 16,550	$ 13,169
Long-lived assets	$ 166,185	$ 150,055	$ 166,185	$ 150,055
Total assets	$ 682,489	$ 615,248	$ 682,489	$ 615,248
Capital expenditures	$ 15,704	$ 16,169	$ 3,285	$ 4,871
Depreciation and amortization	$ 6,369	$ 9,125	$ 1,433	$ 2,889
Corporate Operations and Other:				
Net sales	$ -	$ -	$ -	$ -
Operating loss	$ (22,425)	$ (19,665)	$ (6,981)	$ (6,417)
Long-lived assets	$ 10,971	$ 7,206	$ 10,971	$ 7,206
Total assets	$ 33,836	$ 30,191	$ 33,836	$ 30,191
Capital expenditures	$ 3,141	$ 3,422	$ 2,019	$ 2,777
Depreciation and amortization	$ 3,201	$ 3,443	$ 1,102	$ 1,146
Intersegment eliminations:				
Net sales	$ (17,725)	$ (18,942)	$ (4,819)	$ (5,707)
Consolidated:				
Net sales	$2,078,578	$1,989,413	$ 738,379	$ 764,074
Operating income	$ 319,635	$ 267,747	$ 128,024	$ 108,823
Equity in earnings of joint venture	$ 10,093	$ 1,028	$ 4,182	$ 1,165
Long-lived assets	$ 599,153	$ 561,667	$ 599,153	$ 561,667
Investment in joint venture	$ 120,613	$ 108,897	$ 120,613	$ 108,897
Total assets	$3,340,403	$3,127,491	$3,340,403	$3,127,491
Capital expenditures	$ 51,834	$ 47,158	$ 17,615	$ 18,363
Depreciation and amortization	$ 45,583	$ 63,991	$ 14,582	$ 20,730

</TABLE>

13) ACCOUNTING PRONOUNCEMENTS:

In August 2001, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 143 ("SFAS No. 143"), "Accounting for Asset Retirement Obligations." SFAS No. 143 addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated retirement costs. The Company is required to adopt SFAS No. 143 for fiscal years beginning March 1, 2003. The Company is currently assessing the financial impact of SFAS No. 143 on its financial statements.

In April 2002, the FASB issued Statement of Financial Accounting Standards No. 145 ("SFAS No. 145"), "Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections." SFAS No. 145 rescinds Statement of Financial Accounting Standards No. 4 ("SFAS No. 4"), "Reporting Gains and Losses from Extinguishment of Debt," Statement of Financial Accounting Standards No. 44, "Accounting for Intangible Assets of Motor Carriers," and Statement of Financial Accounting Standards No. 64, "Extinguishments of Debt Made to Satisfy Sinking-Fund Requirements." In addition, SFAS No. 145 amends Statement of Financial Accounting Standards No. 13, "Accounting for Leases," to eliminate an inconsistency between required accounting for sale-leaseback transactions and the required accounting for certain lease modifications that have economic effects that are similar to sale-leaseback transactions. Lastly, SFAS No. 145 also amends other existing authoritative pronouncements to make various technical corrections, clarify meanings, or describe their applicability

under changed conditions. The Company is required to adopt the provisions related to the rescission of SFAS No. 4 for fiscal years beginning March 1, 2003. All other provisions of SFAS No. 145 were adopted on March 1, 2002. The adoption of the applicable provisions of SFAS No. 145 did not have a material impact on the Company's financial statements. The adoption of the remaining provisions will result in a reclassification of the extraordinary loss related to the extinguishment of debt recorded in the fourth quarter of the fiscal year ended February 28, 2002 ($1.6 million, net of income taxes), by increasing selling, general and administrative expenses ($2.6 million) and decreasing the provision for income taxes ($1.0 million).

In November 2002, the FASB issued FASB Interpretation No. 45 ("FIN No. 45"), "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others -- an Interpretation of FASB Statements No. 5, 57, and 107 and Rescission of FASB Interpretation No. 34." FIN No. 45 addresses the disclosures to be made by a guarantor in its interim and annual financial statements about its obligations under guarantees. FIN No. 45 also clarifies the requirements related to the recognition of a liability by a guarantor at the inception of a guarantee for the obligations the guarantor has undertaken in issuing that guarantee. Lastly, FIN No. 45 supersedes FASB Interpretation No. 34, "Disclosure of Indirect Guarantees of Indebtedness of Others (An Interpretation of FASB Statement No. 5)." The initial recognition and initial measurement provisions of FIN No. 45 will be applied on a prospective basis to guarantees issued or modified after December 31, 2002. The Company is required to adopt the disclosure requirements of FIN No. 45 for the fiscal year ended February 28, 2003.

In November 2002, the Emerging Issues Task Force ("EITF") reached a consensus on EITF Issue No. 00-21 ("EITF No. 00-21"), "Revenue Arrangements with Multiple Deliverables." EITF No. 00-21 addresses certain aspects of the accounting by a vendor for arrangements under which it will perform multiple revenue-generating activities. EITF No. 00-21 also addresses how arrangement consideration should be measured and allocated to the separate units of accounting in the arrangement. The Company is required to adopt EITF No. 00-21 for all revenue arrangements entered into beginning August 1, 2003. The Company is currently assessing the financial impact of EITF No. 00-21 on its financial statements.

In December 2002, the FASB issued Statement of Financial Accounting Standards No. 148 ("SFAS No. 148"), "Accounting for Stock-Based Compensation--Transition and Disclosure." SFAS No. 148 amends Statement of Financial Accounting Standards No. 123 ("SFAS No. 123"), "Accounting for Stock-Based Compensation," to provide alternative methods of transition for an entity that voluntarily changes to the fair value based method of accounting for stock-based employee compensation. SFAS No. 148 also amends the disclosure provisions of SFAS No. 123 to require prominent disclosure about the effects on reported net income of an entity's accounting policy decisions with respect to stock-based employee compensation. Lastly, SFAS No. 148 amends Accounting Principles Board Opinion No. 28 ("APB Opinion No. 28"), "Interim Financial Reporting," to require disclosure about those effects in interim financial information. The Company is required to adopt the disclosure provisions of SFAS No. 148 for fiscal year ended February 28, 2003. The Company is required to adopt the amendment to APB Opinion No. 28 for financial reports containing condensed financial statements for interim periods beginning March 1, 2003.

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

INTRODUCTION

The Company is a leading producer and marketer of beverage alcohol brands, with a broad portfolio of wine, distilled spirits and imported beer. The Company is the largest single-source supplier of these products in the United States, and both a major producer and independent drinks wholesaler in the United Kingdom. The Company reports its operating results in five segments: Popular and Premium Wine (branded popular and premium wine and brandy, and other, primarily grape juice concentrate and bulk wine); Imported Beer and Spirits (primarily imported beer and distilled spirits); U.K. Brands and Wholesale (branded wine, cider and bottled water, and wholesale wine, cider, distilled spirits, beer and soft drinks); Fine Wine (primarily branded super-premium and ultra-premium wine) and Corporate Operations and Other (primarily corporate related items).

During April 2002, the Board of Directors of the Company approved a two-for-one stock split of both the Company's Class A Common Stock and Class B Common Stock, which was distributed in the form of a stock dividend on May 13, 2002, to stockholders of record on April 30, 2002. Pursuant to the terms of the stock dividend, each holder of Class A Common Stock received one additional share of Class A stock for each share of Class A stock held, and each holder of Class B Common Stock received one additional share of Class B stock for each share of Class B stock held. All share and per share amounts in this Quarterly Report on Form 10-Q are adjusted to give effect to the common stock split.

The following discussion and analysis summarizes the significant factors affecting (i) consolidated results of operations of the Company for the three months ended November 30, 2002 ("Third Quarter 2003"), compared to the three months ended November 30, 2001 ("Third Quarter 2002"), and for the nine months ended November 30, 2002 ("Nine Months 2003"), compared to the nine months ended November 30, 2001 ("Nine Months 2002"), and (ii) financial liquidity and capital resources for Nine Months 2003. 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 28, 2002 ("Fiscal 2002").

As discussed in Note 2 to the financial statements, the Company adopted SFAS No. 142 and EITF No. 01-09 on March 1, 2002.

ACQUISITIONS IN FISCAL 2002

On July 2, 2001, the Company acquired all of the outstanding capital stock of Ravenswood Winery, Inc. (the "Ravenswood Acquisition"), a leading premium wine producer based in Sonoma, California. On June 30, 2002, Ravenswood Winery, Inc. was merged into Franciscan Vineyards, Inc. (a wholly-owned subsidiary of the Company). The Ravenswood business produces, markets and sells super-premium and ultra-premium California wine primarily under the Ravenswood brand name. The vast majority of wine the Ravenswood business produces and sells is red wine, including the number one super-premium Zinfandel in the United States. The results of operations of the Ravenswood business are reported in the Fine Wine segment and have been included in the consolidated results of operations of the Company since the date of acquisition.

On March 26, 2001, in an asset acquisition, the Company acquired certain wine brands, wineries, working capital (primarily inventories), and other related assets from Corus Brands, Inc. (the "Corus Assets"). In this acquisition, the Company acquired several well-known premium wine brands primarily sold in the northwestern United States, including Covey Run, Columbia, Ste. Chapelle and Alice White. In connection with the transaction, the Company also entered into long-term grape supply agreements with affiliates of Corus Brands, Inc. covering more than 1,000 acres of Washington and Idaho vineyards.

The results of operations of the Corus Assets are reported in the Popular and Premium Wine segment and have been included in the consolidated results of operations of the Company since the date of acquisition.

On March 5, 2001, in an asset acquisition, the Company acquired several well-known premium wine brands, including Vendange, Nathanson Creek, Heritage, and Talus, working capital (primarily inventories), two wineries in California, and other related assets from Sebastiani Vineyards, Inc. and Tuolomne River Vintners Group (the "Turner Road Vintners Assets"). The results of operations of the Turner Road Vintners Assets are reported in the Popular and Premium Wine segment and have been included in the consolidated results of operations of the Company since the date of acquisition.

JOINT VENTURE

On July 31, 2001, the Company and BRL Hardy Limited completed the formation of Pacific Wine Partners LLC ("PWP"), a joint venture owned equally by the Company and BRL Hardy Limited. On October 16, 2001, the Company announced that PWP completed the purchase of certain assets of Blackstone Winery, including the Blackstone brand and the Codera wine business in Sonoma County.

The investment in PWP is accounted for using the equity method; accordingly, the results of operations of PWP since July 31, 2001, have been included in the equity in earnings of joint venture line in the Consolidated Statements of Income of the Company.

RESULTS OF OPERATIONS
- ---------------------

THIRD QUARTER 2003 COMPARED TO THIRD QUARTER 2002

NET SALES

The following table sets forth the net sales (in thousands of dollars) by operating segment of the Company for Third Quarter 2003 and Third Quarter 2002.

<TABLE>
<CAPTION>

	Third Quarter 2003 Compared to Third Quarter 2002		
	Net Sales		
	2003	2002	%Increase/ (Decrease)
<S>	<C>	<C>	<C>

Popular and Premium Wine:			
Branded:			
External customers	$ 195,802	$ 194,814	0.5 %
Intersegment	1,876	2,888	(35.0)%
Total Branded	197,678	197,702	0.0 %
Other:			
External custome	13,116	18,857	(30.4)%
Intersegment	2,539	2,557	(0.7)%
Total Other	15,655	21,414	(26.9)%
Popular and Premium Wine net sales	$ 213,333	$ 219,116	(2.6)%
Imported Beer and Spirits:			
Imported Beer	$ 195,585	$ 174,045	12.4 %
Spirits	80,495	76,638	5.0 %
Imported Beer and Spirits net sales	$ 276,080	$ 250,683	10.1 %
U.K. Brands and Wholesale:			
Branded:			
External customers	$ 66,988	$ 64,912	3.2 %
Intersegment	-	-	N/A
Total Branded	66,988	64,912	3.2 %
Wholesale	144,406	131,839	9.5 %
U.K. Brands and Wholesale net sales	$ 211,394	$ 196,751	7.4 %
Fine Wine:			
External customers	$ 41,987	$ 40,749	3.0 %
Intersegment	404	262	54.2 %
Fine Wine net sales	$ 42,391	$ 41,011	3.4 %
Corporate Operations and Other	$ -	$ -	N/A
Intersegment eliminations	$ (4,819)	$ (5,707)	(15.6)%
Consolidated Net Sales	$ 738,379	$ 701,854	5.2 %

</TABLE>

Net sales for Third Quarter 2003 increased to $738.4 million from $701.9 million for Third Quarter 2002, an increase of $36.5 million, or 5.2%. Excluding a favorable foreign currency impact of $15.2 million, net sales increased $21.3 million, or 3.0%, primarily from increased sales of imported beer. Also contributing to the sales growth were increases in spirits, U.K. wholesale and fine wine sales offset by lower grape juice concentrate, bulk wine and U.K. branded sales.

Popular and Premium Wine

Net sales for the Popular and Premium Wine segment for Third Quarter 2003 decreased to $213.3 million from $219.1 million for Third Quarter 2002, a decrease of $5.8 million, or (2.6)%. This decline

was due to a decrease in Other sales of $5.8 million, or (26.9)%, due to lower grape juice concentrate and bulk wine sales. Branded sales remained comparable with prior year on slightly lower volume.

Imported Beer and Spirits

Net sales for the Imported Beer and Spirits segment for Third Quarter 2003 increased to $276.1 million from $250.7 million for Third Quarter 2002, an increase of $25.4 million, or 10.1%. This increase resulted primarily from a $21.5 million increase in imported beer sales due to both a price increase on the Company's Mexican beer portfolio, which took effect during the first quarter of fiscal 2003, and volume growth. Spirits sales increased $3.9 million primarily due to increased bulk whiskey sales partially offset by slightly lower branded sales.

U.K. Brands and Wholesale

Net sales for the U.K. Brands and Wholesale segment for Third Quarter 2003 increased to $211.4 million from $196.8 million for Third Quarter 2002, an increase of $14.6 million, or 7.4%. Excluding a favorable foreign currency impact of $15.2 million, net sales were flat as a 1.6% increase in wholesale sales were offset by a 4.4% decrease in branded sales. The decline in branded sales was primarily related to lower cider sales.

Fine Wine

Net sales for the Fine Wine segment for Third Quarter 2003 increased to $42.4 million from $41.0 million for Third Quarter 2002, an increase of $1.4 million, or 3.4%. This increase resulted primarily from volume growth, led by the Ravenswood and Simi brands, partially offset by higher promotional activity and a shift towards lower priced brands. The Fine Wine segment's sales growth continues to be negatively impacted by slower on-premise sales as the economy continues to affect fine dining.

GROSS PROFIT

The Company's gross profit increased to $213.5 million for Third Quarter 2003 from $193.1 million for Third Quarter 2002, an increase of $20.4 million, or 10.6%. The dollar increase in gross profit resulted from higher imported beer sales, a favorable mix of sales towards higher margin wine brands, lower average wine costs, and a favorable foreign currency impact. These increases were partially offset by higher average imported beer costs. As a result of the foregoing, gross profit as a percent of net sales increased to 28.9% for Third Quarter 2003 from 27.5% for Third Quarter 2002.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative expenses increased to $85.5 million for Third Quarter 2003 from $84.3 million for Third Quarter 2002, an increase of $1.2 million, or 1.4%. The Company adopted SFAS No. 142 on March 1, 2002 and accordingly, stopped amortizing goodwill and other indefinite lived intangible assets. Excluding $6.5 million of amortization expense from Third Quarter 2002, the Company's selling, general and administrative expenses for Third Quarter 2003 increased $7.6 million, or 9.8%. This increase was due to (i) higher selling costs to support the growth in the Imported Beer and Spirits segment and U.K. wholesale business, partially offset by lower selling costs as the Company eliminated brokers associated with the Ravenswood brand and fully integrated the brand into the Company's fine wine sales force, (ii) increased personnel costs to support the Company's growth within the Corporate Operations and Other segment, and (iii) the recognition of a gain in Third Quarter 2002 in

conjunction with the formation of the Company's joint venture, partially offset by costs associated with the formation of the joint venture. Selling, general and administrative expenses as a percent of net sales decreased to 11.6% for Third Quarter 2003 as compared to 12.0% for Third Quarter 2002. Excluding amortization expense in Third Quarter 2002, selling, general and administrative expenses as a percent of net sales increased to 11.6% for Third Quarter 2003 as compared to 11.1% for Third Quarter 2002 based on the foregoing reasons.

OPERATING INCOME

The following table sets forth the operating income/(loss) (in thousands of dollars) by operating segment of the Company for Third Quarter 2003 and Third Quarter 2002.

<TABLE>
<CAPTION>

	Third Quarter 2003 Compared to Third Quarter 2002		
	Operating Income/(Loss)		
	2003	2002	%Increase
<S>	<C>	<C>	<C>
Popular and Premium Wine	$ 37,240	$ 36,377	2.4%
Imported Beer and Spirits	59,572	47,822	24.6%
U.K. Brands and Wholesale	21,643	17,872	21.1%
Fine Wine	16,550	13,169	25.7%
Corporate Operations and Other	(6,981)	(6,417)	8.8%
Consolidated Operating Income	$ 128,024	$ 108,823	17.6%

</TABLE>

As a result of the above factors, consolidated operating income increased to $128.0 million for Third Quarter 2003 from $108.8 million for Third Quarter 2002, an increase of $19.2 million, or 17.6%. Excluding amortization expense for Third Quarter 2002, operating income for Popular and Premium Wine, Imported Beer and Spirits, U.K. Brands and Wholesale and Fine Wine would have been $38.3 million, $49.8 million, $19.3 million and $14.2 million, respectively. Further, consolidated operating income would have been $115.3 million.

INTEREST EXPENSE, NET

Net interest expense decreased to $26.2 million for Third Quarter 2003 from $27.2 million for Third Quarter 2002, a decrease of $1.0 million, or (3.8)%. The decrease resulted primarily from lower average borrowings during the period.

NET INCOME

As a result of the above factors, net income increased to $64.3 million for Third Quarter 2003 from $49.6 million for Third Quarter 2002, an increase of $14.7 million, or 29.6%. Excluding amortization expense and the associated income tax benefit for Third Quarter 2002, net income increased $9.9 million, or 18.3%.

For financial analysis purposes only, the Company's earnings (including equity in earnings of joint venture) before interest, taxes, depreciation and amortization ("EBITDA") for Third Quarter 2003 were $146.8 million, an increase of $16.1 million over EBITDA of $130.7 million for Third Quarter 2002. EBITDA should not be construed as an alternative to operating income or net cash flow from operating activities determined in accordance with generally accepted accounting principles and should not be construed as an indication of operating performance or as a measure of liquidity.

NINE MONTHS 2003 COMPARED TO NINE MONTHS 2002

NET SALES

The following table sets forth the net sales (in thousands of dollars) by operating segment of the Company for Nine Months 2003 and Nine Months 2002.

<TABLE>
<CAPTION>

	Nine Months 2003 Compared to Nine Months 2002		
	Net Sales		
	2003	2002	%Increase/ (Decrease)
<S>	<C>	<C>	<C>
Popular and Premium Wine:			
Branded:			
External customers	$ 510,882	$ 520,627	(1.8)%
Intersegment	7,601	7,532	0.9 %
Total Branded	518,483	528,159	(1.8)%
Other:			
External customers	33,924	46,240	(26.6)%
Intersegment	8,881	10,413	(14.7)%
Total Other	42,805	56,653	(24.4)%
Popular and Premium Wine net sales	$ 561,288	$ 584,812	(4.0)%
Imported Beer and Spirits:			
Imported Beer	$ 615,098	$ 570,178	7.9 %
Spirits	219,381	214,430	2.3 %
Imported Beer and Spirits net sales	$ 834,479	$ 784,608	6.4 %
U.K. Brands and Wholesale:			
Branded:			
External customers	$ 179,563	$ 177,037	1.4 %
Intersegment	151	481	(68.6)%
Total Branded	179,714	177,518	1.2 %
Wholesale	409,795	366,312	11.6 %
U.K. Brands and Wholesale net sales	$ 588,509	$ 543,830	8.2 %
Fine Wine:			
External customers	$ 110,935	$ 94,589	17.3 %
Intersegment	1,092	516	111.6 %
Fine Wine net sales	$ 112,027	$ 95,105	17.8 %
Corporate Operations and Other	$ -	$ -	N/A
Intersegment eliminations	$ (17,725)	$ (18,942)	(6.4)%
Consolidated Net Sales	$2,078,578	$1,989,413	4.5 %

</TABLE>

Net sales for Nine Months 2003 increased to $2,078.6 million from $1,989.4 million for Nine Months 2002, an increase of $89.2 million, or 4.5%. Excluding a favorable foreign currency impact of $29.9 million, net sales increased $59.3 million, or 3.0%, primarily from increased sales of imported beer. Also contributing to the sales growth were increases in U.K. wholesale, fine wine and spirits sales offset by lower bulk wine, grape juice concentrate, branded wine and U.K. branded sales.

Popular and Premium Wine

Net sales for the Popular and Premium Wine segment for Nine Months 2003 decreased to $561.3 million from $584.8 million for Nine Months 2002, a decrease of $23.5 million, or (4.0)%. Other sales declined $13.8 million, or (24.4)%, on lower bulk wine and grape juice concentrate sales. Branded sales declined $9.7 million, or (1.8)%, on lower volume. Volumes were negatively impacted, primarily in the

second quarter of the Company's fiscal year, as a result of increased promotional spending in the industry, which the Company did not participate in heavily.

Imported Beer and Spirits

Net sales for the Imported Beer and Spirits segment for Nine Months 2003 increased to $834.5 million from $784.6 million for Nine Months 2002, an increase of $49.9 million, or 6.4%. This increase resulted primarily from a $44.9 million increase in imported beer sales. The growth in imported beer sales is primarily due to a price increase on the Company's Mexican beer portfolio, which took effect in the first quarter of fiscal 2003, and increased volume. Spirits sales increased $5.0 million resulting primarily from bulk whiskey sales growth partially offset by slightly lower branded sales.

U.K. Brands and Wholesale

Net sales for the U.K. Brands and Wholesale segment for Nine Months 2003 increased to $588.5 million from $543.8 million for Nine Months 2002, an increase of $44.7 million, or 8.2%. Excluding a favorable foreign currency impact of $29.9 million, net sales increased $14.8 million, or 2.7%. This increase resulted primarily from a 6.0% increase in wholesale sales due to the addition of new accounts and increased average delivery sizes, partially offset by a 4.0% decline in branded sales as a decrease in cider sales was partially offset by increases in wine sales.

Fine Wine

Net sales for the Fine Wine segment for Nine Months 2003 increased to $112.0 million from $95.1 million for Nine Months 2002, an increase of $16.9 million, or 17.8%. This increase resulted primarily from an additional four months of sales of the brands acquired in the Ravenswood Acquisition, completed in July 2001, as well as growth primarily in the Simi brand. Excluding the additional four months of sales of $14.1 million of the acquired brands, Fine Wine net sales increased $2.8 million, or 3.0%, due to higher sales volumes led by Simi and Ravenswood, partially offset by higher promotional activity and a shift towards lower priced brands.

GROSS PROFIT

The Company's gross profit increased to $583.5 million for Nine Months 2003 from $532.3 million for Nine Months 2002, an increase of $51.2 million, or 9.6%. The dollar increase in gross profit resulted from higher imported beer sales, the additional four months of sales of the brands acquired in the Ravenswood Acquisition (completed in July 2001), a favorable mix of sales towards higher margin products, particularly popular and premium wine and tequila, lower average wine and spirits costs, and a favorable foreign currency impact. These increases were partially offset by higher average imported beer costs and lower concentrate and bulk wine sales. As a result of the foregoing, gross profit as a percent of net sales increased to 28.1% for Nine Months 2003 from 26.8% for Nine Months 2002.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative expenses decreased to $263.8 million for Nine Months 2003 from $264.5 million for Nine Months 2002, a decrease of $0.7 million, or (0.3)%. The Company adopted SFAS No. 142 on March 1, 2002 and accordingly, stopped amortizing goodwill and other indefinite lived intangible assets. Excluding $19.4 million of amortization expense from Nine Months 2002, the Company's selling, general and administrative expenses increased $18.7 million, or 7.6%. This increase resulted primarily from increased personnel costs to support the Company's growth and higher selling

costs to support the growth in the U.K. wholesale business. Selling, general and administrative expenses as a percent of net sales decreased to 12.7% for Nine Months 2003 as compared to 13.3% for Nine Months 2002. Excluding amortization expense in Nine Months 2002, selling, general and administrative expenses as a percent of net sales increased to 12.7% for Nine Months 2003 as compared to 12.3% for Nine Months 2002. This increase was primarily due to (i) the percent increase in general and administrative expenses growing at a faster rate than the percent change in the Corporate Operations and Other, Popular and Premium Wine and U.K. Brands and Wholesale segments' net sales, and (ii) the percent increase in the U.K. Brands and Wholesale segment's selling costs being greater than the percent increase in the U.K. Brands and Wholesale segment's net sales.

OPERATING INCOME

The following table sets forth the operating income/(loss) (in thousands of dollars) by operating segment of the Company for Nine Months 2003 and Nine Months 2002.

<TABLE>
<CAPTION>

	Nine Months 2003 Compared to Nine Months 2002		
	Operating Income/(Loss)		
	2003	2002	%Increase
<S>	<C>	<C>	<C>
Popular and Premium Wine	$ 79,808	$ 75,706	5.4%
Imported Beer and Spirits	175,548	143,234	22.6%
U.K. Brands and Wholesale	46,418	40,157	15.6%
Fine Wine	40,286	28,315	42.3%
Corporate Operations and Other	(22,425)	(19,665)	14.0%
Consolidated Operating Income	$ 319,635	$ 267,747	19.4%

</TABLE>

As a result of the above factors, consolidated operating income increased to $319.6 million for Nine Months 2003 from $267.7 million for Nine Months 2002, an increase of $51.9 million, or 19.4%. Excluding amortization expense for Nine Months 2002, operating income for Popular and Premium Wine, Imported Beer and Spirits, U.K. Brands and Wholesale and Fine Wine would have been $81.3 million, $149.4 million, $44.6 million and $31.5 million, respectively. Further, consolidated operating income would have been $287.1 million.

INTEREST EXPENSE, NET

Net interest expense decreased to $80.5 million for Nine Months 2003 from $86.4 million for Nine Months 2002, a decrease of $5.9 million, or (6.8)%. The decrease resulted from both a decrease in the average interest rate and a decrease in the average borrowings for the period.

NET INCOME

As a result of the above factors, net income increased to $151.3 million for Nine Months 2003 from $109.4 million for Nine Months 2002, an increase of $41.9 million, or 38.3%. Excluding amortization expense and the associated income tax benefit for Nine Months 2002, net income increased $28.2 million, or 22.9%.

For financial analysis purposes only, the Company's earnings (including equity in earnings of joint venture) before interest, taxes, depreciation and amortization ("EBITDA") for Nine Months 2003 were $375.3 million, an increase of $42.5 million over EBITDA of $332.8 million for Nine Months 2002. EBITDA should not be construed as an alternative to operating income or net cash flow from operating activities determined in accordance with generally accepted accounting principles 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.

NINE MONTHS 2003 CASH FLOWS

OPERATING ACTIVITIES

Net cash provided by operating activities for Nine Months 2003 was $147.3 million, which resulted from $192.9 million in net income adjusted for noncash items, less $45.6 million representing the net change in the Company's operating assets and liabilities. The net change in operating assets and liabilities resulted primarily from seasonal increases in inventories and accounts receivable offset by increases in accounts payable, income taxes payable and accrued grape purchases.

INVESTING ACTIVITIES AND FINANCING ACTIVITIES

Net cash used in investing activities for Nine Months 2003 was $52.5 million, which resulted primarily from $51.8 million of capital expenditures.

Net cash used in financing activities for Nine Months 2003 was $75.1 million resulting primarily from $62.5 million of principal payments of long-term debt and $49.4 million of net repayments of notes payable. These amounts were partially offset by $25.5 million of proceeds from employee stock option exercises and $10.0 million of proceeds from long-term debt which was used for the repayment of debt at one of the Company's Chilean subsidiaries.

During June 1998, the Company's Board of Directors authorized the repurchase of up to $100.0 million of the Company's Class A Common Stock and Class B Common Stock. The repurchase of shares of common stock will be accomplished, from time to time, in management's discretion and depending upon market conditions, through open market or privately negotiated transactions. The Company may finance such repurchases through cash generated from operations or through the senior credit facility. The repurchased shares will become treasury shares. As of January [10], 2003, the Company had purchased 4,075,344 shares of Class A Common Stock at an aggregate cost of $44.9 million, or at an average cost of $11.01 per share. No shares were repurchased during Nine Months 2003.

DEBT

Total debt outstanding as of November 30, 2002, amounted to $1,354.1 million, a decrease of $75.5 million from February 28, 2002. The ratio of total debt to total capitalization decreased to 54.1% as of November 30, 2002, from 59.9% as of February 28, 2002.

SENIOR CREDIT FACILITY

As of November 30, 2002, under its senior credit facility, the Company had outstanding term loans of $232.5 million bearing a weighted average interest rate of 3.8%, $4.5 million of revolving loans bearing a weighted average interest rate of 3.1%, undrawn revolving letters of credit of $15.2 million, and $280.3 million in revolving loans available to be drawn.

SENIOR NOTES

As of November 30, 2002, 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.

As of November 30, 2002, the Company had outstanding (pound) 1.0 million ($1.6 million) aggregate principal amount of 8 1/2% Series B Senior Notes due November 2009 (the "Sterling Series B Senior Notes"). In addition, as of November 30, 2002, the Company had outstanding (pound) 154.0 million ($239.4 million, net of $0.5 million unamortized discount) aggregate principal amount of 8 1/2% Series C Senior Notes due November 2009 (the "Sterling Series C Senior Notes"). The Sterling Series B Senior Notes and Sterling Series C Senior Notes are currently redeemable, in whole or in part, at the option of the Company.

Also, as of November 30, 2002, the Company had outstanding $200.0 million aggregate principal amount of 8% Senior Notes due February 2008 (the "February 2001 Senior Notes"). The February 2001 Senior Notes are currently redeemable, in whole or in part, at the option of the Company.

SENIOR SUBORDINATED NOTES

As of November 30, 2002, 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.

Also, as of November 30, 2002, the Company had outstanding $250.0 million aggregate principal amount of 8 1/8% Senior Subordinated Notes due January 2012 (the "January 2002 Senior Subordinated Notes"). The January 2002 Senior Subordinated Notes are redeemable at the option of the Company, in whole or in part, at any time on or after January 15, 2007. The Company may also redeem up to 35% of the January 2002 Senior Subordinated Notes using the proceeds of certain equity offerings completed before January 15, 2005.

ACCOUNTING PRONOUNCEMENTS

In August 2001, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 143 ("SFAS No. 143"), "Accounting for Asset Retirement Obligations." SFAS No. 143 addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated retirement costs. The Company is required

to adopt SFAS No. 143 for fiscal years beginning March 1, 2003. The Company is currently assessing the financial impact of SFAS No. 143 on its financial statements.

In April 2002, the FASB issued Statement of Financial Accounting Standards No. 145 ("SFAS No. 145"), "Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections." SFAS No. 145 rescinds Statement of Financial Accounting Standards No. 4 ("SFAS No. 4"), "Reporting Gains and Losses from Extinguishment of Debt," Statement of Financial Accounting Standards No. 44, "Accounting for Intangible Assets of Motor Carriers," and Statement of Financial Accounting Standards No. 64, "Extinguishments of Debt Made to Satisfy Sinking-Fund Requirements." In addition, SFAS No. 145 amends Statement of Financial Accounting Standards No. 13, "Accounting for Leases," to eliminate an inconsistency between required accounting for sale-leaseback transactions and the required accounting for certain lease modifications that have economic effects that are similar to sale-leaseback transactions. Lastly, SFAS No. 145 also amends other existing authoritative pronouncements to make various technical corrections, clarify meanings, or describe their applicability under changed conditions. The Company is required to adopt the provisions related to the rescission of SFAS No. 4 for fiscal years beginning March 1, 2003. All other provisions of SFAS No. 145 were adopted on March 1, 2002. The adoption of the applicable provisions of SFAS No. 145 did not have a material impact on the Company's financial statements. The adoption of the remaining provisions will result in a reclassification of the extraordinary loss related to the extinguishment of debt recorded in the fourth quarter of the fiscal year ended February 28, 2002 ($1.6 million, net of income taxes), by increasing selling, general and administrative expenses ($2.6 million) and decreasing the provision for income taxes ($1.0 million).

In November 2002, the FASB issued FASB Interpretation No. 45 ("FIN No. 45"), "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others -- an Interpretation of FASB Statements No. 5, 57, and 107 and Rescission of FASB Interpretation No. 34." FIN No. 45 addresses the disclosures to be made by a guarantor in its interim and annual financial statements about its obligations under guarantees. FIN No. 45 also clarifies the requirements related to the recognition of a liability by a guarantor at the inception of a guarantee for the obligations the guarantor has undertaken in issuing that guarantee. Lastly, FIN No. 45 supersedes FASB Interpretation No. 34, "Disclosure of Indirect Guarantees of Indebtedness of Others (An Interpretation of FASB Statement No. 5)." The initial recognition and initial measurement provisions of FIN No. 45 will be applied on a prospective basis to guarantees issued or modified after December 31, 2002. The Company is required to adopt the disclosure requirements of FIN No. 45 for the fiscal year ended February 28, 2003.

In November 2002, the Emerging Issues Task Force ("EITF") reached a consensus on EITF Issue No. 00-21 ("EITF No. 00-21"), "Revenue Arrangements with Multiple Deliverables." EITF No. 00-21 addresses certain aspects of the accounting by a vendor for arrangements under which it will perform multiple revenue-generating activities. EITF No. 00-21 also addresses how arrangement consideration should be measured and allocated to the separate units of accounting in the arrangement. The Company is required to adopt EITF No. 00-21 for all revenue arrangements entered into beginning August 1, 2003. The Company is currently assessing the financial impact of EITF No. 00-21 on its financial statements.

In December 2002, the FASB issued Statement of Financial Accounting Standards No. 148 ("SFAS No. 148"), "Accounting for Stock-Based

Compensation--Transition and Disclosure." SFAS No. 148 amends Statement of Financial Accounting Standards No. 123 ("SFAS No. 123"), "Accounting for Stock-Based Compensation," to provide alternative methods of transition for an entity that voluntarily changes to the fair value based method of accounting for stock-based employee compensation. SFAS No. 148 also amends the disclosure provisions of SFAS No. 123 to require prominent disclosure about the effects on reported net income of an entity's accounting policy decisions with respect to stock-based employee compensation. Lastly, SFAS No. 148 amends Accounting Principles Board Opinion No. 28

("APB Opinion No. 28"), "Interim Financial Reporting," to require disclosure about those effects in interim financial information. The Company is required to adopt the disclosure provisions of SFAS No. 148 for fiscal year ended February 28, 2003. The Company is required to adopt the amendment to APB Opinion No. 28 for financial reports containing condensed financial statements for interim periods beginning March 1, 2003.

INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the Company's control, that could cause actual results to differ materially from those set forth in, or implied by, such forward-looking statements. All statements other than statements of historical facts included in this Quarterly Report on Form 10-Q, including statements regarding the Company's future financial position and prospects, are forward-looking statements. All forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. For risk factors associated with the Company and its business, which factors could cause actual results to differ materially from those set forth in, or implied by, the Company's forward-looking statements, reference should be made to the Company's Annual Report on Form 10-K for the fiscal year ended February 28, 2002.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information about market risks for the nine months ended November 30, 2002, 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 28, 2002.

ITEM 4. CONTROLS AND PROCEDURES

The Company's Chief Executive Officer and Chief Financial Officer have concluded, based on their evaluation within 90 days prior to the filing date of this report, that the Company's disclosure controls and procedures (as defined in Securities Exchange Act Rules 13a-14(c) and 15d-14(c)) are effective to ensure that information required to be disclosed in the reports that the Company files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. There have been no significant changes in the Company's internal controls or in other factors that could significantly affect these controls subsequent to the date of the foregoing evaluation.

PART II - OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) See Index to Exhibits located on Page 36 of this Report.

(b) No Reports on Form 8-K were filed with the Securities and Exchange Commission during the quarter ended November 30, 2002.

SIGNATURES

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

CONSTELLATION BRANDS, INC.

Dated: January 10, 2003 By:/s/ Thomas F. Howe

Thomas F. Howe, Senior Vice President, Controller

Dated: January 10, 2003 By:/s/ Thomas S. Summer

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

CERTIFICATIONS

I, Richard Sands, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Constellation Brands, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: January 10, 2003

/s/ Richard Sands
- -------------------------------------
Richard Sands
Chief Executive Officer

I, Thomas S. Summer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Constellation Brands, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: January 10, 2003

/s/ Thomas S. Summer
- ------------------------------------
Thomas S. Summer
Executive Vice President and Chief
Financial 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. (now known as Constellation Brands, Inc.) (filed as Exhibit 2.1 to 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 (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).

2.4 Purchase Agreement dated as of January 30, 2001, by and among Sebastiani Vineyards, Inc., Tuolomne River Vintners Group and Canandaigua Wine Company, Inc. (a wholly-owned subsidiary of the Company) (filed as Exhibit 2.5 to the Company's Annual Report on Form 10-K for the fiscal year ended February 28, 2001 and incorporated herein by reference).

2.5 First Amendment to Purchase Agreement and Pro Forma Closing Balance Sheet, dated as of March 5, 2001, by and among Sebastiani Vineyards, Inc., Tuolomne River Vintners Group and Canandaigua Wine Company, Inc. (filed as Exhibit 2.5 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 2001 and incorporated herein by reference).

2.6 Second Amendment to Purchase Agreement, dated as of March 5, 2001, by and among Sebastiani Vineyards, Inc., Tuolomne River Vintners Group and Canandaigua Wine Company, Inc. (filed as Exhibit 2.6 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 2001 and incorporated herein by reference).

2.7 Agreement and Plan of Merger by and among Constellation Brands, Inc., VVV Acquisition Corp. and Ravenswood Winery, Inc. dated as of April 10, 2001 (filed as Exhibit 2.5 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended May 31, 2001 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, 2002 and incorporated herein by reference).

3.2 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, 2002 and incorporated herein by reference).

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

Not applicable.

(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.

(99) ADDITIONAL EXHIBITS.

99.1 Certification of Chief Executive Officer pursuant to Section 18 U.S.C. 1350 (Section 906 of the Sarbanes-Oxley Act of 2002) (filed herewith).

99.2 Certification of Chief Financial Officer pursuant to Section 18 U.S.C. 1350 (Section 906 of the Sarbanes-Oxley Act of 2002) (filed herewith).

<TABLE>
<CAPTION>

EXHIBIT 11

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

<S>	For the Nine Months Ended November 30, 2002 Basic	2002 Diluted	2001 Basic	2001 Diluted
Income applicable to common shares	$151,285	$151,285	$109,420	$109,420
Shares:				
Weighted average common shares outstanding	89,617	89,617	84,724	84,724
Adjustments:				
Stock options	-	3,052	-	2,416
Adjusted weighted average common shares outstanding	89,617	92,669	84,724	87,140
Earnings per common share	$ 1.69	$ 1.63	$ 1.29	$ 1.26

	For the Three Months Ended November 30, 2002 Basic	2002 Diluted	2001 Basic	2001 Diluted
Income applicable to common shares	$ 64,344	$ 64,344	$ 49,643	$ 49,643
Shares:				
Weighted average common shares outstanding	90,323	90,323	86,858	86,858
Adjustments:				
Stock options	-	2,760	-	2,619
Adjusted weighted average common shares outstanding	90,323	93,083	86,858	89,477
Earnings per common share	$ 0.71	$ 0.69	$ 0.57	$ 0.55

</TABLE>

EXHIBIT 99.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 18 U.S.C. 1350
(Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Constellation Brands, Inc. quarterly report on Form 10-Q for the fiscal quarter ended November 30, 2002, I, Richard Sands, certify that, to the best of my knowledge:

1. The quarterly report on Form 10-Q for the fiscal quarter ended November 30, 2002 of Constellation Brands, Inc. fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

2. The information contained in the quarterly report on Form 10-Q for the fiscal quarter ended November 30, 2002 of Constellation Brands, Inc. fairly presents, in all material respects, the financial condition and results of operations of Constellation Brands, Inc.

Dated: January 10, 2003

/s/ Richard Sands

Richard Sands,
Chief Executive Officer

EXHIBIT 99.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 18 U.S.C. 1350
(Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Constellation Brands, Inc. quarterly report on Form 10-Q for the fiscal quarter ended November 30, 2002, I, Thomas S. Summer, certify that, to the best of my knowledge:

1. The quarterly report on Form 10-Q for the fiscal quarter ended November 30, 2002 of Constellation Brands, Inc. fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

2. The information contained in the quarterly report on Form 10-Q for the fiscal quarter ended November 30, 2002 of Constellation Brands, Inc. fairly presents, in all material respects, the financial condition and results of operations of Constellation Brands, Inc.

Dated: January 10, 2003

/s/ Thomas S. Summer

Thomas S. Summer,
Executive Vice President and
Chief Financial Officer