SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/a

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

Date of report (Date of earliest event reported) August 5, 1994

(State or other incorporation or organization)	(Exact Name of registrant as specified in its charter)	(I.R.S. Employer Identification Number)
Delaware	Canandaigua Wine Company, Inc. and its subsidiaries	16-0716709
New York	Batavia Wine Cellars, Inc.	16-1222994
Delaware	Bisceglia Brothers Wine Co.	94-2248544
California	California Products Company	94-0360780
New York	Canandaigua West, Inc.	16-1462887
New York	Guild Wineries & Distilleries, Inc.	16-1401046
South Carolina	Tenner Brothers, Inc.	57-0474561
New York	Widmer's Wine Cellars, Inc.	16-1184188
Delaware	Barton Incorporated	36-3500366
Delaware	Barton Brands, Ltd.	36-3185921
Maryland	Barton Beers, Ltd.	36-2855879
Connecticut	Barton Brands of California, Inc.	06-1048198
Georgia	Barton Brands of Georgia, Inc.	58-1215938
New York	Barton Distillers Import Corp.	13-1794441
Delaware	Barton Financial Corporation	51-0311795
Wisoncsin	Stevens Point Beverage Co.	39-0638900
New York	Monarch Wine Company, Limited Partnership	36-3547524
Illinois	Barton Management, Inc.	36-3539106
New York	Vintners International Company, Inc.	16-1443663

116 Buffalo Street, Canandaigua, New York 14424
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code (716)394-7900

Former Name, Former Adress and Former Fiscal Year, if Changed Since Last Report

Item 5. Press Release

On September 7, 1994 the Registrant issued the following press release:

Canandaigua, NY, September 7, 1994 - Canandaigua Wine Company, Inc. (NASDAQ: WINE A, WINE B) announced today a plan to restructure the operations of its California wineries. The restructuring plan focuses on consolidation and redeployment of previously existing and newly acquired wineries and other assets to eliminate redundant operations and reduce overhead. The restructuring is intended to achieve synergies afforded by a series of recent acquisitions, including the Company's most recent acquisition of the Almaden and Inglenook brands, a grape juice concentrate business and the related wineries in Madera (the "Mission Bell" winery) and Escalon, California (the "Almaden/Inglenook Acquisition" or the "Acquisition").

$13.3 MILLION ANTICIPATED COST SAVINGS IN FISCAL 1996

During the Company's 1995 fiscal year, the Company expects the restructuring plan, net of related expenses, to result in approximately $1.7 million of cost savings. The Company further expects to have the restructuring plan fully implemented by the end of fiscal 1995. Thereafter, the Company anticipates, based on present factors, that the restructuring plan will result in approximately $13.3 million of annual cost savings. In addition, the restructuring plan will require the Company to make capital expenditures of approximately $10.8 million (net of anticipated dispositions) during fiscal 1995 to expand storage capacity and install certain relocated equipment.

$14.8 MILLION RESTRUCTURING CHARGE IN FOURTH QUARTER OF FISCAL 1994

As a result of the restructuring plan, the Company will take a restructuring charge which it estimates will reduce after-tax net income by approximately $14.8 million, or $.91 per share, in the fourth quarter of its fiscal year ended August 31, 1994. The foregoing per share data is based on 16,329,966 shares outstanding on a fully diluted basis as of May 31, 1994. The restructuring charge is primarily related to facility closures, severance, and revaluation of affected assets. Approximately 60% of the restructuring charge relates to revaluation of affected assets and, therefore, do not involve any cash expenditures.

Richard Sands, President and Chief Executive Officer of Canandaigua said, "We regret the impact that the restructuring plan will have on affected employees. This announcement should in no way reflect on their value and contributions to the Company." Mr. Sands added, "We believe the process of integrating certain aspects of our California operations will optimize the synergies related to our recent acquisitions and further enhance shareholder value. In particular, our evaluation of the Almaden/Inglenook Acquisition contemplated a potential restructuring, related expenses and required capital expenditures in addition to the purchase price; when taking into account the charge and related expenses, the Acquisition provides an exceptional value in both economic and strategic terms." Mr. Sands also said, "Almaden and Inglenook, the United States' third and sixth largest selling table wine brands, are important additions to our portfolio. Moreover, the acquired facilities have state-of-the art equipment and strong production organizations including a strong research and development department, which will facilitate new product development and the continued technological improvement of our products and production methods."

SOME CALIFORNIA WINERY OPERATIONS CENTRALIZED

Under the restructuring plan, a major portion of the Company's California bottling operations will be centralized at the newly acquired Mission Bell winery. All bottling operations at the Company's Central Cellars winery in Lodi, California and the branded wine bottling operations at the Monterey Cellars winery in Gonzales, California will be moved to the Mission Bell winery over the next 12 months. However, the Company's bottling operations at the Company's Dunnewood winery in Ukiah, California will be unaffected. The Monterey Cellars winery will continue to be utilized as a crushing, winemaking and contract bottling facility. The restructuring plan also provides for the closing and sale of the Company's Central Cellars and Soledad, California wineries to reduce surplus capacity; equipment presently utilized at those facilities will either be relocated or sold. The Company anticipates that full implementation of the restructuring plan will result in the elimination of approximately 260 jobs, after taking into account approximately 60 new jobs which will be created under the plan. Affected employees will receive severance and other benefits to ease the transition to new employment.

PRO FORMA RESULTS

The Company also disclosed today that pro forma net sales of the business acquired in the Almaden/Inglenook Acquisition were $233.4 million for the year ended September 30, 1993 and $184.8 million for the nine-month period ending June 30, 1994. Pro forma earnings before interest, taxes, depreciation and amortization for the acquired business for the same periods were $22.9 million and $16.9 million, respectively. Pro forma depreciation and amortization for these periods were $3.4 million and $2.7 million, respectively. Pro forma net sales of the Company combined with historical sales of the newly acquired brands and grape juice concentrate business would be $897.6 million for the year ended August 31, 1993 and $650.8 million for the nine months ended May 31, 1994. The Company's combined pro forma net income from continuing operations would be $33.7 million, or $2.21 per share, for the year ended August 31, 1993 and $22.1 million, or $1.35 per share, for the nine months ended May 31, 1994. The foregoing per share data is based on 15,293,002 shares outstanding on a fully diluted basis as of August 31, 1993, and 16,352,878 shares outstanding on a fully diluted basis as of May 31, 1994. With respect to the Company's combined pro forma results, such pro forma results have been prepared for comparative purposes only and do not give effect to any restructuring charge and do not purport to the indicative of what would have occurred had the recent acquisitions been made at the beginning of fiscal 1993 or of results which may occur in the future.

Canandaigua Wine Company, headquartered in Canandaigua, New York, is the second largest wine producer, fourth largest marketer of imported beers and eighth largest producer and marketer of distilled spirits in the United States. The Company's principal brands include Corona beer, Almaden wines, Inglenook wines, Richards Wild Irish Rose wines, Paul Masson wines, Taylor California Cellars wines, Cook's champagne, St. Pauli Girl beer, Cribari wines, Manischewitz wines, J. Roget champagne, Barton gin and vodka, Tsingtao beer, Ten High bourbon and Montezuma tequila.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(a) Financial Statements of Product Lines Acquired by Canandaigua Wine Company, Inc.

The Heublein Inc. and Affiliates statements of assets and liabilities related to the product lines acquired by Canandaigua Wine Company, Inc. as of August 5, 1994 and the related Statements of Identified Income and Expenses of the Product Lines Acquired and Statements of Cash Flows for each of the three years in the period ended September 30, 1993 and the report of KPMG Peat Marwick LLP, independent auditors, thereon, together with the notes thereto, are located at pages 3 through 12 of this Report.

The unaudited Intermim Financial Statements of Product Lines Acquired by Canandaigua Wine Company, Inc. of Heublein Inc. and Affiliates for the nine month periods ended June 30, 1994 and 1993, together with the notes thereto, are located at pages 13 through 16 of this Report.

(b) Pro Forma Financial Information.

The unaudited condensed consolidated balance sheets and the unaudited pro forma condensed consolidated statements of income for the year ended August 31, 1993 and for the nine months ended May 31, 1994, and the notes thereto are located at pages 17 through ___ of this Report.

(c) Exhibits.

See Index to Exhibits.

Heublein Inc. and Affiliates

Financial Statements of Product Lines Acquired by Canandaigua Wine Company, Inc.

As of August 5, 1994 and for each of the years in the three-year period ended September 30, 1993

(With Independent Auditors' Report Thereon)

Heublein Inc. and Affiliates

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Independent Auditors' Report

The Board of Directors
Heublein Inc.:

We have audited the accompanying statements of assets and liabilities related to the product lines acquired by Canandaigua Wine Company, Inc. as of August 5, 1994 and the related statements of identified income and expenses and cash flows for each of the years in the three-year period ended September 30, 1993. These statements are the responsibility of Heublein Inc.'s management. Our responsibility is to express an opinion on these statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

The product lines acquired by Canandaigua Wine Company, Inc. have been operated as an integral part of Heublein Inc. and have no separate legal existence. The basis of preparation of these statements is described in note 1 and transactions with Heublein Inc. and other affiliates are described in note 7 to the financial statements.

In our opinion, the aforementioned financial statements present fairly the assets and liabilities of the product lines of Heublein Inc. and Affiliates at August 5, 1994 that were acquired by Canandaigua Wine Company, Inc. and the results of their operations and their cash flows for each of the years in the three-year period ended September 30, 1993 on the basis described in the preceding paragraph and in conformity with generally accepted accounting principles.

As discussed in note 2, effective October 1, 1992 the Company changed its method of applying overhead to inventory.

KPMG Peat Marwick LLP

August 31, 1994

Heublein Inc. and Affiliates

Statement of Assets and Liabilities Related to the Product Lines Acquired by Canandaigua Wine Company, Inc.

August 5, 1994

(In thousands of U.S. dollars)

Assets

Current assets:	
Inventories (note 3)	$ 106,938
Prepaid advertising, merchandising and promotion	901
Current assets of the product lines acquired	107,839
Property, plant and equipment, net (note 4)	46,814
Other assets	3,353
Trademarks, net of accumulated amortization of 4,586 (note 2c)	19,639
	$ 177,645

Liabilities

Current maturing of capital lease obligation (note 9)	$ 599
Accrued advertising, merchandising and promotion	57
Other accrued liabilities (note 5)	2,408
Current liabilities of the product lines acquired	3,064

Capital lease obligation (note 9)	1,287
Heublein investment in the product lines acquired	173,294
	$ 177,645

See accompanying notes to financial statements.

Heublein Inc. and Affiliates

Statements of Identified Income and Expenses of the Product Lines Acquired by
Canandaigua Wine Company, Inc.

Years ended September 30, 1993, 1992 and 1991

(In thousands of U.S. dollars)

	1993	1992	1991
Net sales	$ 232,755	217,325	222,425
Cost of goods sold	178,229	149,389	150,925
Gross profit	54,526	67,936	71,500
Operating costs and expenses:			
Advertising, merchandising and promotions expense	26,404	29,361	25,332
Allocated selling expense	3,740	3,433	4,076
Allocated general and administrative expense	8,152	7,792	7,060
Research and development	1,644	1,645	1,465
Earnings from operations	14,586	25,705	33,567
Other expense:			
Allocated interest	4,742	5,725	6,643
Amortization of trademarks	623	623	623
Allocated amortization of goodwill	150	150	150
Earnings before taxes and cumulative effect of change in accounting principle	9,071	19,207	26,151
Allocated taxes	3,951	8,059	10,861
Earnings before cumulative effect of change in accounting principle	5,120	11,148	15,290
Cumulative effect of change in accounting principle, net of tax (note 2)	1,919	-	-
Net earnings	$ 7,039	11,148	15,290

See accompanying notes to financial statements.

<TABLE>

Heublein Inc. and Affiliates

Statements of Cash Flows of the Product Lines Acquired by
Canandaigua Wine Company, Inc.
Representing Increase (Decrease) in Cash and Cash Equivalents

Years ended September 30, 1993, 1992 and 1991

(In thousands of U.S. dollars)

<S>	<C>	<C>	<C>
	1993	1992	1991
Cash flows from operating activities:			
Net earnings	$ 7,039	11,148	15,290
Adjustments to reconcile net earnings to net cash (used in) provided by operating activities:			
Depreciation and amortization	6,269	7,238	6,224
(Increase) decrease in inventories	(8,495)	(47,478)	16,410
(Increase) decrease in prepaid advertising merchandising and promotion	(784)	64	(259)
(Increase) decrease in other assets	(3,505)	(646)	783
Increase (decrease) in accrued advertising, merchandising and promotion	(532)	345	(1,273)
Increase (decrease) in other accrued liabilities	297	(115)	54
Net cash (used in) provided by operating activities	289	(29,444)	37,229
Cash flows from investing activities:			
Purchases of property and equipment	(16,010)	(2,676)	(1,747)

Net cash used in investing activities	(16,010)	(2,676)	(1,747)
Cash flows from financing activities:			
Repayments of capital lease obligations	(520)	(481)	(445)
Net transactions with Heublein Inc.	16,241	32,601	(35,037)
Net cash provided by (used in) financing activities	15,721	32,120	(35,482)
Change in cash and cash equivalents	$ -	-	-

</TABLE>

See accompanying notes to financial statements.

Heublein Inc. and Affiliates

Notes to Financial Statements of the Product Lines Acquired by Canandaigua Wine Company, Inc.

As of August 5, 1994 and the years ended September 30, 1993, 1992 and 1991

(In thousands of U.S. dollars)

(1) Basis of Presentation

The accompanying financial statements present the assets sold and the identified income and expenses of the product lines of Heublein Inc. ("Heublein" or the Company) and affiliates, acquired by Canandaigua Wine Company, Inc. effective August 5, 1994 (the "Acquired Product Lines") pursuant to an Asset Purchase Agreement (the "Agreement"). In accordance with the agreement the cash purchase price is approximately $130 million.

The assets of the Acquired Product Lines as presented in the accompanying statements of net assets acquired include as of August 5, 1994 (the closing date of the Agreement) the Heublein historical book balances of raw materials and bulk inventory, supplies, work in process and finished goods inventory of the Inglenook and Almaden Wine Brands and Heublein's Grape Concentrate Business, and certain other minor brands, certain fixed assets, trademarks and other assets and liabilities associated with the aforementioned product lines. These product lines have never been operated as a separate business entity but rather have been an integral part of the spirits and wines business of Heublein Inc.

The statements of identified income and expenses of the Acquired Product Lines have been prepared for each of the years in the three-year period ended September 30, 1993 (Heublein's fiscal year ended). These statements include the net sales, cost of goods sold, advertising, merchandising and promotion expense, and research and development expense, that substantially relate directly to the Acquired Product Lines. All other income and expense items are allocated based on estimations and assumptions as if the Acquired Product Lines had been operated on a stand-alone basis during the periods presented. The basis for presenting the allocated income and expense items is as follows:

(a) selling expenses are allocated by deducting amounts related to product lines retained by Heublein from total wines division selling expenses; (b) general and administrative expenses are allocated based upon (i) for direct wines division expenses, the proportion of net sales volume of the Acquired Product Lines to total wines net sales volume and (ii) for central division expenses, the proportion of gross sales revenues of the Acquired Product Lines to total gross sales revenues; (c) interest expense is allocated by first determining the percentage relationship between the net assets of the Acquired Product Lines versus the total net assets, which percentage is then applied to the actual interest incurred to determine the allocation for the product lines sold, (d) amortization of goodwill is allocated based upon the goodwill recorded related to the Acquired Product Lines amortized over a 40-year period, (e) income taxes are allocated assuming the activities of the Acquired Product Lines were a separate tax paying entity.

Management believes the above allocations to be reasonable under the circumstances; however, there can be no assurances that such allocations will be indicative of future results of operations or what the financial position and results of operations of the Acquired Product Lines would have been had it been a separate, stand-alone entity during the periods covered.

(2) Summary of Significant Accounting Policies

(a) Inventories

Inventories are stated at the lower of cost or market. Cost is determined by specific lots for the majority of bulk wines and aging brandy and the first-in, first-out (FIFO) method for all other inventory. Marketability has been determined based upon product testing performed in accordance with the Agreement.

Bulk wines and brandy in storage for aging over a number of years are included in current assets in accordance with industry practice.

Effective October 1, 1992, the Company changed its method of applying certain overheads to inventory. A portion of the overheads which previously were applied to the inventory bottling process are now applied to the bulk wine crushing and fermenting process. The Company believes the change was necessary to more accurately apply overheads to the process to which the costs relate. The Company believes the change in application of this accounting principle is preferable because it improves the matching of overhead costs with the related revenue and it improves the comparability of operating results and financial position with those of other companies. The cumulative effect of this change on October 1, 1992 was $1,919 (net of $1,481 of income taxes). The effect of this change on 1993 results was not significant.

(b) Property, Plant and Equipment

Property, plant and equipment, including significant improvements thereto, are recorded at cost. Expenditures for repairs and maintenance are charged to expense as incurred. Depreciation and amortization are computed generally by the straight-line method over the estimated useful lives of the respective assets within the following ranges:

Buildings and building improvements	1 to 40 years
Machinery, fixtures, fittings and tools	4 to 15 years
Leasehold improvements and capital leases	Remaining lease life or life of

HEUBLEIN INC. AND AFFILIATES

Notes to Financial Statements of the Products Lines Acquired by Canandaigua Wine Company, Inc.

(c) Trademarks

Trademarks represent the cost, net of amortization, of acquired brand names included in the product lines acquired. Included in trademarks is the Almaden trademark, which was owned by an affiliate of Heublein Inc. until August 2, 1994 when it was acquired by the Company. The trademarks are being amortized on a straight-line basis over periods ranging from 10 to 40 years.

(d) Net Sales and Revenues and Cost of Goods Sold

Net sales and revenues and cost of goods sold are presented net of federal and state excise taxes of $42,988 in 1993, $40,854 in 1992 and $35,559 in 1991.

(e) Taxes

The results of the Company's United States operations are included in the consolidated federal income tax return of its ultimate United States parent company, Grand Metropolitan Incorporated. The provision for income taxes has been provided assuming the activities of the acquired product lines were a separate tax paying entity with taxes settled on a current basis.

United States and Canadian excise taxes constitute a lien on in-bond inventories. Since these taxes are not payable until inventories are withdrawn from bond, excise taxes have not been accrued with respect to such inventories, in accordance with industry practice.

(3) Inventories

The components of inventories at August 5, 1994 are as follows:

Raw materials and bulk inventories	$ 89,687
Supplies	2,131
Finished goods	15,120
Total	$106,938

Inventories whose cost is determined by specific lots amount to $63,064.

(4) Property, Plant and Equipment

Property, plant and equipment at August 5, 1994 are summarized as follows:

Land and vineyards	$ 1,548
Buildings and building improvements	25,428
Plant and machinery	82,500
Fixtures, fittings and tools	2,430
Capital leases	5,000
Construction in progress	6,141
	123,047
Less accumulated depreciation and amortization	(76,233)
	$ 46,814

(5) Other Accrued Liabilities

Other accrued liabilities at August 5, 1994 consists of:

Accounts payable	$ 1,040
Accrued keg deposits	485
Accrued vacation	408
Other	475
	$ 2,408

(6) Interest Expense

Interest expense has been calculated by applying Heublein's actual interest expense incurred on actual net borrowings, to the percentage of the average net assets of the Acquired Product Lines to Heublein's average total net assets. Those percentages are 9.1% for 1993, 7.8% for 1992 and 6.5% for 1991.

(7) Taxes

The provision for taxes differs from the amount computed by applying the statutory U.S. federal income tax rate of 34.75% for 1993 and 34% for 1992 and 1991 to income before income taxes as follows:

<TABLE>

<S>	<C> 1993	<C> 1992	<C> 1991
Tax at statutory rate	$ 3,152	6,530	8,891
State income taxes, net of federal tax benefit	531	1,266	1,706
Other	268	263	264
	$ 3,951	8,059	10,861

The results of operations of the Acquired Product Lines will be included in the consolidated federal and state income tax returns of Grand Metropolitan Incorporated through the date of sale.

(8) Related Party Transactions

Transactions with Heublein and other affiliated companies for the years ended December 31, 1993, 1992 and 1991 relate to the following:

	1993	1992	1991
Sales to related parties	$ 674	1,144	636

(9) Commitments

The following schedule sets forth future minimum rental obligations from August 5, 1994 under the long term capital lease:

	Capital lease obligations
Fiscal year ending September 30:	
1994	$ 120
1995	720
1996	720
1997	540
Total minimum payments	2,100
Less interest	(214)
Present value of minimum payments	$ 1,886

The carrying value of the long-term capital lease approximates fair value since the interest rate charged approximates the Company's current borrowing rates for similar instruments.

</TABLE>

Heublein Inc. and Affiliates

Unaudited Interim Financial Statements of Product Lines Acquired by Canandaigua Wine Company, Inc.

For the nine month periods ended June 30, 1994 and 1993

Heublein Inc. and Affiliates

Statements of Identified Income and Expenses of the Product Lines

Acquired by Canandaigua Wine Company, Inc.

Nine months ended June 30, 1994 and 1993

(In thousands of U.S. dollars)

Unaudited

	1994	1993
Net sales	$ 180,514	173,689
Cost of goods sold	140,140	131,124
Gross profit	40,374	42,565
Operating costs and expenses:		
Advertising, merchandising and promotions expense	18,480	19,278
Allocated selling expense	3,213	2,805
Allocated general and administrative expense	6,574	6,117
Research and development	1,206	1,236
Earnings from operations	10,901	13,129
Other expense:		
Allocated interest	4,131	3,620
Amortization of trademarks	467	467
Amortization of goodwill	113	113
Earnings before taxes and cumulative effect of change in accounting principle	6,190	8,929
Allocated taxes	2,777	3,813
Earnings before cumulative effect of change in accounting principles	3,413	5,116
Cumulative effect of change in accounting principle	-	1,919
Net earnings	$ 3,413	7,035

Heublein Inc. and Affiliates

Statements of Cash Flows of the Product Lines Acquired by
Canandaigua Wine Company, Inc.
Representing Increase (Decrease) in Cash and Cash Equivalents

Nine months ended June 30, 1994 and 1993

(In thousands of U.S. dollars)

Unaudited

	1994	1993
Cash flows from operating activities:		
Net earnings	$ 3,413	7,035
Adjustments to reconcile net earnings to cash provided by operating activities:		
Depreciation and amortization	4,313	4,317
Decrease in inventories	16,085	25,065
Decrease in prepaid advertising, merchandising and promotion	1,216	465
(Increase) decrease in other assets	936	(2,986)
Decrease in accrued advertising, merchandising and promotion	(1,710)	(2,200)
Increase (decrease) in other accrued liabilities	462	(780)
Net cash provided by operating activities	24,715	30,916
Cash flows from investing activities:		
Purchases of property and equipment	(2,591)	(6,500)
Net cash used in investing activities	(2,591)	(6,500)
Cash flows from financing activities:		
Repayments of capital lease obligations	(418)	(386)
Net transactions with Heublein Inc.	(21,706)	(24,030)
Net cash used in financing activities	(22,124)	(24,416)
Change in cash and cash equivalents	$ -	-

Heublein Inc. and Affiliates

Notes to Unaudited Financial Statements of the Product Lines
Acquired by
Canandaigua Wine Company, Inc.

For the nine months ended June 30, 1994, and 1993

(1) Management Representations:

The accompanying financial statements have been prepared by Heublein, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission applicable to interim reporting and reflect, in the opinion of Heublein, all adjustments necessary to present fairly the financial information for the Product Lines acquired by Canandaigua Wine Company, Inc. 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 omitted as permitted by such rules and regulations. These financial statements should be read in conjunction with the financial statements and related notes, included in Heublein Inc. and Affiliates Financial Statements of the Product Lines Acquired by Canandaigua Wine Company, Inc. as of August 5, 1994 and the years ended September 30, 1993, 1992, and 1991, included herein.

(2) Basis of Presentation:

The statements of identified income and expenses of the product lines acquired by Canandaigua Wine Company, Inc. have been prepared for the nine-month periods ended June 30, 1994 and 1993. These statements include the net sales, cost of goods sold, advertising, merchandising and promotion expense, and research and development expense, that substantially relate directly to the Product Lines Acquired by Canandaigua Wine Company, Inc. pursuant to an Asset Purchase Agreement dated August 3, 1994. All other income and expense items are allocated based on estimations and assumptions as if the Product Lines Acquired had been operated on a stand-alone basis during the periods presented. The basis for presenting the allocated income and expense items is as follows: (a) selling expenses are allocated by deducting amounts related to product lines retained by Heublein from total wines division selling expenses; (b) general and administrative expenses are allocated based upon (i) for direct wines division expenses, the proportion of net sales volume of the Product Lines Acquired to total wines net sales volume and (ii) for central division expenses, the proportion of gross sales revenues of the Product Lines Acquired to total gross sales revenues; (c) interest expense is allocated by first determining the percentage relationship between the net assets of the Product Lines Acquired versus the total net assets, which percentage is then applied to the actual interest incurred to determine the allocation for the product lines sold, (d) amortization of goodwill is allocated based upon the goodwill recorded related to the Product Lines Acquired amortized over a 40-year period, (e) income taxes are allocated assuming the activities of the Product Lines Acquired were a separate tax paying entity.

Heublein believes the above allocations to be reasonable under the circumstances; however, there can be no assurances that such allocations will be indicative of future results of operations or what the financial position and results of operations of the Product Lines Acquired would have been had it been a separate, stand-alone entity during the periods covered.

PRO FORMA CONSOLIDATED FINANCIAL DATA

(Unaudited)

The following pro forma consolidated financial data of Canandaigua Wine Company, Inc. (the "Company") consists of a Pro Forma Condensed Consolidated Balance Sheet (unaudited) (the "Pro Forma Balance Sheet"), a Fiscal Year Pro Forma Condensed Consolidated Statement of Income (unaudited) (the "Fiscal Year Pro Forma Income Statement") and a Nine Months Interim Pro Forma Condensed Consolidated Statement of Income (unaudited) (the "Nine Month Pro Forma Income Statement" and, together with the Pro Forma Balance Sheet and the Fiscal Year Pro Forma Income Statement, the "Pro Forma Statements").

The Pro Forma Balance Sheet reflects the combination of the balance sheet of the Company as of May 31, 1994 and the statement of assets and liabilities related to the product lines acquired by the Company from Heublein Inc. and Affiliates as of August 5, 1994 (the assets and assumed liabilities related to the acquired brands (the "Almaden/Inglenook Product Lines")) as adjusted for the acquisition of the Almaden/Inglenook Product Lines (the "Almaden/Inglenook Acquisition"). The Pro Forma Balance Sheet is presented as if the Almaden/Inglenook Acquisition had been consummated on May 31, 1994.

The Fiscal Year Pro Forma Income Statement reflects the combination of the income statements of the Company for the year ended August 31, 1993, Barton Incorporated ("Barton") for the ten-month period ended June 28, 1993, Vintners International Company, Inc. ("Vintners") for the year ended July 31, 1993 and the statement of identified income and expenses of the product lines acquired by the Company from Heublein Inc. and Affiliates for the year ended September 31, 1993, as adjusted for (i) the acquisition of Barton (the "Barton Acquisition"), (ii) the acquisition of substantially all of the assets of Vintners (the "Vintners Acquisition"), the offering and sale of $130 million of the Company's 8 3/4% Senior Subordinated Notes (the "Notes Offering"), and the application of the net proceeds therefrom and the conversion of the Company's 7% Convertible Subordinated Debentures due 2011 into the Company's Class A Common Stock (the "Conversion") and (iii) the Almaden/Inglenook Acquisition. The Fiscal Year Pro Forma Income Statement is presented as if such transactions were consummated on September 1, 1992.

The Nine Month Pro Form Income statement reflects the combination of the income statements for the Company for the nine months ended May 31, 1994, Vintners for the six weeks ended October 15, 1993 and the statement of identified income and expenses of the product lines acquired by the Company from Heublein Inc. and Affiliates for the nine months ended June 30, 1994, as adjusted for (i) the Vintners Acquisition, the Notes Offering and the application of the net proceeds therefrom, and the Conversion and (iii) the Almaden/Inglenook Acquisition. The Nine Month Pro Forma Income Statement is presented as if such transactions were consummated on September 1, 1993.

The Pro Forma Statements should be read in conjunction with the separate historical financial statements of the Company, Barton, Vintners and the Almaden/Inglenook Product Lines, the related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations" not appearing herein. The Pro Forma Statements are based upon currently available information and upon certain assumptions that the Company believes are reasonable under the circumstances. The Pro Forma Statements do not purport to represent what the Company's financial position or results of operations would actually have been if the aforementioned transactions in fact had occurred on such date or at the beginning of the period indicated or to project the Company's financial position or results of operations at any future date or for any future period.

<TABLE>

CANANDAIGUA WINE COMPANY, INC. AND ALMADEN/INGLENOOK PRODUCT LINES

Pro Forma Condensed Consolidated Balance Sheet (Unaudited)

	Historical		Pro Forma Adjustments	
	Company as of May 31, 1994	Almaden/Inglenook Product Lines as of August 5, 1994	For the Almaden/ Inglenook Acquisition	Pro Forma Consolidated
	(In Thousands)			
<S>	<C>	<C>	<C>	<C>
Assets:				
Cash and cash equivalents	$1,540			$1,540
Accounts receivable, net	98,248			98,248

Inventories	215,516	106,938	(32,533) (a)	289,921
Prepaid expenses and other current assets	19,461	901		20,362
Property, plant and equipment, net	167,698	46,814	20,686(a)	235,198
Other assets	77,306	22,992	6,256(a) 3,600(b)	110,154
Total assets	$579,769	$177,645	($1,991)	$755,423
Liabilities and Stockholders' Equity:				
Current maturities of long-term and short-term debt	$8,794	$599	$13,000(c)	$22,393
Notes payable	38,000			38,000
Account payable and accrued liabilities	96,656	2,465	3,204(b)	102,325
Other current liabilities	11,399			11,399
Long-term debt (excluding current portion)	178,432	1,287	111,938(c)	291,657
Other long-term liabilities	7,852		40,319(a)	48,171
Deferred income taxes	31,480			31,480
Total liabilities	372,613	4,351	168,461	545,425
Common stock	178			178
Additional paid-in capital	110,067		2,842(e)	112,909
Retained earnings	104,575			104,575
Heublein investment in product Lines acquired		173,294	(173,294)(d)	
	(7,664)			(7,664)
Total stockholders' equity	207,156	173,294	(170,452)	209,998
Total liabilities and stockholders' equity	$579,769	$177,645	($1,991)	$755,423

</TABLE>

CANANDAIGUA WINE COMPANY, INC.
AND ALMADEN/INGLENOOK PRODUCT LINES

Notes to Pro Forma Condensed Consolidated Balance Sheet
(Unaudited)

(dollars in thousands, except per share data)

(a) For purchase accounting, the Almaden/Inglenook Product Lines assets have been recorded at estimated fair market value subject to adjustment based on the results of an independent appraisal. The purchase price and estimated fair market value are based, in part, on the value of net assets, as defined in the asset purchase agreement, on August 5, 1994. The estimated amounts recorded for assets and liabilities acquired from Heublein Inc. and Affiliates, are not expected to differ materially from the final assigned values. The estimated purchase cost is $175,654 consisting of (i) $25,000 for the assignment of the Almaden specified brands, (ii) $500 for a covenant not to compete, (iii) estimated net assets at August 5, 1994 of $143,332, (iv) less a discount of $47,575, (v) direct acquisition and financing costs of $5,663, (vi) loss reserve on future noncancelable grape purchase contracts of $40,319, (vii) severance liability to employees not retained of $1,222, (viii) liabilities assumed of $4,351 and (ix) $2,842 reflecting the estimated value, subject to the results of an independent valuation, assigned to 600,000 options to purchase the Company's Class A Common Stock granted in connection with the Almaden/Inglenook Acquisition. The acquired inventory is stated at its acquisition cost as it is not practicable to restate this inventory on the last-in, first-out (LIFO) basis used by the Company.

Purchase Cost:

Assignment of the Almaden specified brands . . .	$25,000
Covenant not to compete	500
Estimated book value of assets	143,332
Less discount	(47,575)
Cash purchase price	121,257
Issuance of 600,000 options to purchase the Company's Class A Common Stock	2,842
Direct acquisition and financing costs	5,663
Loss reserve on future noncancelable grape purchase contracts	40,319
Liabilities assumed	4,351
Severance liability to employees not retained . .	1,222
Total purchase cost	175,654
Fair market value of Almaden/Inglenook Product Line assets	158,929
Excess of purchase cost over fair market value of asset acquired	$16,725

(b) Reflects the liability for $3,204 of direct acquisition costs including: (i) an accrual for severance and other costs of $1,222, and (ii) $1,982 of transaction costs. See notes (a) above and (c) below.

(c) Reflects the sources and application of funds in connection with the Almaden/Inglenook Acquisition, as follows:

Sources of funds:	
Borrowings under the Credit Facility	
Revolving Loans	$13,000
Term Loans	111,938
Accounts Payable and accrued liabilities	1,982
Stockholders' equity:	
Options issued to purchase 600,000 shares of the Company's Class A Common Stock	2,842
Total sources of funds	$129,762
Application of funds:	
Cash purchase price	$121,257
Payment of direct financing and transaction cost .	5,663
Options to purchase 600,000 shares of the Company's Class A Common Stock	2,842
Total uses of funds	$129,762

(d) Reflects the elimination of Heublein's investment in the Almaden/Inglenook Product Lines.

(e) Reflects the issuance of an option to purchase 600,000 shares of the Company's Class A Common Stock, exercisable at $30 per share for 200,000 shares and $35 per share for 400,000 shares. The option has been recorded based upon an average estimated amount of $4.74 per share, which is subject to final adjustment based upon the results of an independent valuation.

<TABLE>

CANANDAIGUA WINE COMPANY, INC., BARTON INCORPORATED, VINTNERS INTERNATIONAL COMPANY, INC. AND ALMADEN/INGLENOOK PRODUCT LINES

Fiscal Year Pro Forma Condensed Consolidated Statement of Income and Other Data
(UNAUDITED)

	Historical				Pro Forma Adjustments			
	Company Year Ended Aug. 31, 1993	Barton Ten Months Ended Jun 28, 1993	Vintners Year Ended July 31, 1993	Almaden/ Inglenook Product Lines Year Ended Sept. 30, 1993	For the Barton Acquisition	For the Vintners Acquisition, the Conversion & the Notes Offering	For the Almaden/ Inglenook Acquisition	Pro Forma Consolidated
	(dollars in thousands, except per share data)							
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Income Statement Data:								
Net sales	$306,308	$200,188 (a)	$156,397	$232,755		$1,309 (h)	$653 (r)	$897,610
Cost of product sold	214,931	145,167 (a)	123,405	178,229	(776) (b)	(5,902) (i)	(1,995) (r)	$649,612
						1,000 (j)	(3,086) (s)	
							(463) (w)	
							(433) (x)	
							(465) (y)	

Gross profit	91,377	55,021	32,992	54,526	776	6,211	7,095	247,998
Selling, general and administrative expenses	59,983	36,783	30,779	39,940	(287)(b)	1,404(h)	3,421 (r)	$168,219
					(509)(c)	(258)(i)	(162)(s)	
					79(d)	(139)(k)	(55)(u)	
					1,300(e)	61(l)	600 (v)	
						90(m)	(1,683)(w)	
						(3,735)(n)		
						68(o)		
						539(p)		
Operating income	31,394	18,238	2,213	14,586	193	8,181	4,974	79,779
interest expense, net	(6,126)	(236)	(22,571)	(4,742)	(2,385)(f)	95(h)	(2,328)(t)	($23,9310
						7,941(k)		
						4,189(o)		
						2,232(p)		
Other				(773)			773 (r)	
Nonrecurring transaction costs			(1,789)					($1,789)
Income (loss) before income taxes and cummulative effect of change in accounting	25,268	18,002	(22,147)	9,071	(2,192)	22,638	3,419	54,059
Provision for (benefit from) federal and state income taxes	9,664	6,069	0	3,951	(833)(g)	186(q)	1,299 (z)	$20,336
Income from continuing operations	15,604	11,933	(22,147)	5,120	(1,359)	22,452	2,120	33,723
Cumulative effect of change in accounting principle, net of tax				1,919				1,919
Net income	$15,604	$11,933	($22,147)	$7,039	($1,359)	$22,452	$2,120	$35,642
Per Share Data:								
Income from continuing operations:								
Primary	$1.30							$2.22
Fully diluted	$1.20							$2.21
Cumulative effect of change in accounting principle:								
Primary								$0.12
Full Diluted								$0.12
Net income:								
Primary	$1.30							$2.34
Fully diluted	$1.20							$2.33
Weighted average shares outstanding								
Primary	11,963,652							15,203,114(aa)
Fully diluted	15,203,114							15,293,002(aa)

</TABLE>

CANANDAIGUA WINE COMPANY, INC.,
BARTON INCORPORATED,

VINTNERS INTERNATIONAL COMPANY, INC.,
AND ALMADEN/INGLENOOK PRODUCT LINES

Notes to Fiscal Year Pro Forma Condensed Consolidated Statement

of Income
(dollars in thousands)

(Unaudited)

(a) Historic Barton sales and cost of product sold reflect a reclassification of federal and state excise taxes and certain other items to conform to the Company's classification.

(b) Reflects the adjusted depreciation expense related to the property, plant and equipment of Barton on the assumption that the Barton Acquisition had taken place on September 1, 1992. These assets have been restated at their estimated fair market values and depreciated using the Company's depreciation methods over the remaining useful lives of the assets. The decrease in depreciation expense of $1,063, as compared to that recorded by Barton, was allocated, as indicated, to cost of product sold and to selling, general and administrative expenses.

(c) Reflects the adjusted amortization expense for intangible assets. These assets have been recorded at their estimated fair market value and amortized using the Company's amortization methods over their estimated useful lives. The decrease in amortization expense of $509 as compared to that recorded by Barton was allocated to agency license agreements, distribution relationships and trade names.

(d) Reflects amortization of deferred financing costs of $79 over the term of the Credit Facility (72 months).

(e) Reflects the accounting for expenses associated with certain assumed liabilities in connection with the Barton Acquisition.

(f) Reflects an increase in interest expense of $2,385 relating to the debt incurred to finance the Barton Acquisition calculated at an assumed rate of 5% per annum.

(g) Reflects the additional tax benefit calculated using a combined federal and state income tax rate of 38%.

(h) Historic Vintners net sales, selling, general and administrative expenses and interest income reflect the reclassification of certain items to conform to the Company's classification.

(i) Reflects the adjusted depreciation expense related to the acquired property, plant, and equipment of Vintners on the assumption that the Vintners Acquisition had taken place on September 1, 1992. These assets have been restated at their estimated fair market values and depreciated using the Company's depreciation methods over the remaining useful lives of the assets. The Company utilizes a convention whereby one-half of the annual depreciation is recorded in the year of acquisition and one-half in the year of disposition. The decrease in depreciation expense of $6,160 as compared to that recorded by Vintners was allocated, as indicated, to cost of product sold and selling, general and administrative expenses.

(j) Reflects increased lease expense related to the Hammondsport lease on the assumption that the lease was entered into on September 1, 1992.

(k) Reflects the elimination of Vintners' interest expense of $22,700 and amortization of debt financing costs of $139 and reflects an increase in interest expense of $14,759 relating to the debt incurred to finance the Vintners Acquisition. Interest expense was calculated using an assumed interest rate which started at 9.25% per annum and increased over the 12 month period to 11.75% per annum for the subordinated bank loan and an assumed interest rate of 5% per annum for the revolving loans.

(l) Reflects amortization of intangible assets of $61 over 40 years using the straight-line method.

(m) Reflects amortization of deferred financing costs of $90 over the term of the subordinated bank loan (120 months) using the effective interest method.

(n) Reflects the elimination of compensation and benefits attributable to the net reduction of certain management and sales personnel in connection with the Vintners Acquisition.

(o) Reflects the elimination of interest expense of $4,189 and amortization expense and transaction costs of $68 related to the Company's convertible debentures based upon an assumed conversion on September 1, 1992.

(p) Reflects the issuance of $130,000 of Notes issued by the Company in the Notes Offering and the application of the estimated net proceeds therefrom, together with additional revolving loans under the credit facility, to repay the subordinated bank loan. Also, reflects the elimination of interest expense of $13,813 on the subordinated bank loan, the addition of interest expense of $11,375 on the Notes Offering utilizing an interest rate of 8.75% per annum, the addition of interest expense of $206 on the additional revolving loans utilizing an assumed interest rate of 5% per annum, the amortization of direct financing costs of $411 related to the Notes Offering, the write-off of $142 of unamortized deferred financing costs and the reversal of the current year amortization of $14 related to the subordinated bank loan.

(q) Reflects the additional tax expense assuming that the pro forma income before taxes is reduced by Vintners historical net loss using a combined federal and state income tax rate of 38%.

(r) Historic Almaden/Inglenook Product Lines' net sales, costs of product sold, selling, general and administrative expenses and other reflect the reclassification of certain items to conform to the Company's classification.

(s) Reflects the adjusted depreciation expense related to the acquired property, plant and equipment of the Almaden/Inglenook Product Lines on the assumption that the Almaden/Inglenook Acquisition had taken place on September 1, 1992. These assets have been restated at their estimated fair market values and depreciated using the Company's depreciation methods over the remaining useful lives of the assets. The Company utilizes a convention whereby one-half of the annual depreciation is recorded in the year of acquisition and one-half in the year of disposition. The decrease in depreciation expense of $3,248 as compared to that recorded on a historical basis, was allocated, as indicated, to cost of product sold and selling, general and administrative expenses.

(t) Reflects the elimination of historical interest expense of $4,742 and reflects an increase in interest expense of $7,070 relating to the debt incurred to finance the Almaden/Inglenook Acquisition and to reflect the Company's interest cost to finance the annual grape harvest. Interest expense was calculated using an assumed interest rate of 4.5% per annum for the term and revolving loans.

(u) Reflects the adjusted amortization expense for intangible assets. These assets have been recorded at their estimated fair market value and amortized using the Company's amortization methods over their estimated useful lives. The decrease in amortization expense of $55 as compared to that recorded on a historical basis was allocated to goodwill and trade names.

(v) Reflects amortization of deferred financing costs of $600 over the term of the bank loan (72 months) using the effective interest method.

(w) Reflects the elimination of compensation and benefits attributable to the net reduction of certain management and sales personnel in connection with the Almaden/Inglenook Acquisition.

(x) Reflects the elimination of post retirement benefit expense of $433 as the liability to existing retirees was not assumed by the Company and no post retirement benefits will be offered to the new Almaden/Inglenook Product Lines' employees hired by the Company at the date of the Almaden/Inglenook Acquisition.

(y) Reflects the elimination of $465 of repair and maintenance expense to conform to the Company's capitalization policy.

(z) Reflects the additional tax expense calculated using a combined federal and state income tax rate of 38%.

(aa) Reflects the historical weighted average shares outstanding adjusted for the assumed conversion of the Company's convertible debentures and the assumed exercise of an option to purchase 500,000 shares and 600,000 shares of the Company's Class A Common Stock in connection with the Vintners Acquisition and the Almaden/Inglenook Acquisition, respectively. For purposes of calculating primary net income per share, the effects of the exercise of the Vintners and the Almaden/Inglenook Product Line options determined under the treasury stock method was antidilutive. For purposes of calculating fully diluted earnings per share, the effects of the exercise of the Vintners option determined under the treasury stock method increased the weighted average shares by 89,888, and the effects of exercise of the Almaden/Inglenook Product Lines options determined under the treasury stock method was antidilutive.

<TABLE>

CANANDAIGUA WINE COMPANY, INC., VINTNERS INTERNATIONAL COMPANY, INC.
AND ALMADEN/INGLENOOK PRODUCT LINES

Nine Month Interim Pro Forma Condensed Consolidated Statement of Income
(UNAUDITED)

	Historical			Pro Forma Adjustments				
	Company For the Nine Months Ended May 31, 1994	Vintners For the Six Weeks Ended October 15, 1993	Almaden/Inglenook Product Lines For the Nine Months Ended June 30, 1994	For the Vintners Acquisition, Conversion and the Notes Offering		For the Almaden/Inglenook Product lines Acquisition		Pro Forma Consolidated
	(dollars in thousands, except per share data)							
<S>	<C>	<C>	<C>	<C>		<C>		<C>
Income Statement Data:								
Net Sales	$448,739	$17,263	$180,514			$4,299	(k)	$650,815
Cost of product sold	319,640	13,999	140,140	(700)	(b)	2,310	(k)	472,572
				125	(c)	(1,916)	(l)	
						(344)	(p)	
						(325)	(q)	
						(357)	(r)	
Gross profit	129,099	3,264	40,374	575		4,931		178,243
Selling general and administrative expense	87,109	4,742	29,473	(55)	(a)	2,569	(k)	122,539
				(23)	(b)	(101)	(l)	
				8	(e)	(41)	(n)	
				9	(f)	450	(o)	
				(467)	(g)	(1,251)	(p)	
				(20)	(h)			
				137	(i)			
Operating income	41,990	(1,478)	10,901	986		3,305		55,704
Interest expense, net	(12,846)	(2,788)	(4,131)	(55)	(a)	(1,521)	(m)	(19,269)
				1,077	(d)			
				682	(h)			
				313	(i)			
Other			(580)			580	(k)	
Income (loss) before provision for (benefit from) federal and state income taxes	29,144	(4,266)	6,190	3,003		2,364		36,435
Provision for (benefit from) federal and state income taxes	11,094		2,777	(480)	(j)	898	(s)	14,289
Net income	$18,050	$(4,266)	$3,413	$3,483		$1,466		$22,146
Per Share Data:								
Net income:								
Primary	$1.16							$1.36
Fully diluted	$1.13							$1.35
Weighted average shares outstanding								
Primary	15,590,328							16,333,409 (t)

Fully diluted	16,329,966	16,352,878 (t)

</TABLE>

CANANDAIGUA WINE COMPANY, INC.,
VINTNERS INTERNATIONAL COMPANY, INC.,
AND ALMADEN/INGLENOOK PRODUCT LINES
Notes to Nine Month Interim Pro Forma Condensed
(dollars in thousands)
(Unaudited)

(a) Historic Vintners selling, general and administrative expenses and interest income reflect the reclassification of certain items to conform to the Company's classification.

(b) Reflects the adjusted depreciation expense related to the acquired property, plant, and equipment of Vintners on the assumption that the Vintners Acquisition had taken place on September 1, 1993. These assets have been restated at their estimated fair market values and depreciated using the Company's depreciation methods over the remaining useful lives of the assets. The Company utilizes a convention whereby one-half of the annual depreciation is recorded in the year of acquisition and one-half in the year of disposition. The decrease in depreciation expense of $723 as compared to that recorded by Vintners was allocated, as indicated, to cost of product sold and selling, general and administrative expenses.

(c) Reflects increased lease expense related to the Hammondsport lease on the assumption that the lease was entered into on September 1, 1992.

(d) Reflects the elimination of Vintners interest expense of $2,846 and amortization of debt financing costs of $14 and reflects an increase in interest expense of $1,783 relating to the debt incurred to finance the Vintners Acquisition. Interest expense was calculated using an assumed interest rate which started at 9.25% per annum and increased over the 9 month period to 11.25% per annum for the subordinated bank loan and an assumed interest rate of 5% per annum for the revolving loans.

(e) Reflects amortization of intangible assets of $8 over 40 years using the straight-line method.

(f) Reflects amortization of deferred financing costs of $9 over the term of the subordinated bank loan (120 months) using the effective interest method.

(g) Reflects the elimination of compensation and benefits attributable to the net reduction of certain management and sales personnel in connection with the Vintners Acquisition.

(h) Reflects the elimination of interest expense of $682 and amortization expense and transaction costs of $20 related to the Company's convertible debentures based upon an assumed conversion on September 1, 1993.

(i) Reflects the issuance of $130,000 of notes issued by the Company in the Notes Offering and the application of the estimated net proceeds therefrom, together with additional revolving loans under the credit facility, to repay the subordinated bank loan. Also, reflects the elimination of interest expense of $1,803 on the subordinated bank loan, the addition of interest expense of $1,422 on the Notes utilizing an interest rate of 8.75% per annum, the addition of interest expense of $68 on the additional revolving loans utilizing an assumed interest rate of 5% per annum, and the amortization of direct financing costs of $137 related to the notes.

(j) Reflects the additional tax expense assuming that the pro forma income before taxes is reduced by Vintners historical net loss using a combined federal and state income tax rate of 38%.

(k) Historic Almaden/Inglenook Product Lines' net sales, costs of product sold and, selling, general and administrative expenses and other reflect the reclassification of certain items to conform to the Company's classification.

(l) Reflects the adjusted depreciation expense related to the acquired property, plant and equipment of the Almaden/Inglenook Product Lines on the assumption that the

Almaden/Inglenook Acquisition had taken place on September 1, 1993. These assets have been restated at their estimated fair market values and depreciated using the Company's depreciation methods over the remaining useful lives of the assets. The Company utilizes a convention whereby one-half of the annual depreciation is recorded in the year of acquisition and one-half in the year of disposition. The decrease in depreciation expense of $2,017 as compared to that recorded on a historical basis, was allocated, as indicated, to cost of product sold and selling, general and administrative expense.

(m) Reflects the elimination of historical interest expense of $4,131 and reflects an increase in interest expense of $5,652 relating to the debt incurred to finance the Almaden/Inglenook Acquisition and to reflect the Company's interest cost to finance the annual grape harvest. Interest expense was calculated using an assumed interest rate of 4.5% per annum for the term and revolving loans.

(n) Reflects the adjusted amortization expense for intangible assets. These assets have been recorded at their estimated fair market value and amortized using the Company's amortization methods over their estimated useful lives. The decrease in amortization expense of $41 as compared to that recorded on a historical basis was allocated to goodwill and trade names.

(o) Reflects amortization of deferred financing costs of $450 over the term of the bank loan (72 months) using the effective interest method.

(p) Reflects the elimination of compensation and benefits attributable to the net reduction of certain management and sales personnel in connection with the Almaden/Inglenook Acquisition.

(q) Reflects the elimination of post retirement benefit expense of $325 as the liability to existing retirees was not assumed by the Company and no post retirement benefits will be offered to the new Almaden and Inglenook Product Lines' employees hired by the Company at the date of the Almaden/Inglenook Acquisition.

(r) Reflects the elimination of $357 of repair and maintenance expense to conform to the Company's capitalization policy.

(s) Reflects the additional tax expense calculated using a combined federal and state income tax rate of 38%.

(t) Reflects the historical weighted average shares outstanding adjusted for the assumed conversion of the Company's convertible debentures and the assumed exercise of an option to purchase 500,000 shares and 600,000 shares of the Company's Class A Common Stock in connection with the Vintners Acquisition and the Almaden/Inglenook Acquisition, respectively. For purposes of calculating primary net income per share, the effects of the exercise of the Vintners option determined under the treasury stock method increased the weighted average shares by 17,173 and the effect of the exercise of the Almaden/Inglenook Product Lines options determined under the treasury stock method was antidilutive. For purposes of calculating fully diluted earnings per share, the effects of the exercise of the Vintners option determined under the treasury stock method increased the weighted average shares by 22,912, and the effects of exercise of the Almaden/Inglenook Product Lines options determined under the treasury stock method was antidilutive.

SIGNATURES

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

CANANDAIGUA WINE COMPANY, INC.

Dated: Sept. 7, 1994

By: /s/Richard Sands
Richard Sands, President and
Chief Executive Officer

SUBSIDIARIES

Batavia Wine Cellars, Inc.

Dated: Sept. 7, 1994

By:/s/Richard Sands
Richard Sands, Vice President

Bisceglia Brothers Wine Co.

Dated: Sept. 7, 1994

By: /s/Richard Sands
Richard Sands, Vice
President

Canandaigua West, Inc.

Dated: Sept. 7, 1994

By:/s/Richard Sands
Richard Sands, President

California Products Company

Dated: Sept. 7, 1994

By: /s/Richard Sands
Richard Sands, Vice
President

Guild Wineries & Distilleries,
Inc.

Dated: Sept. 7, 1994

By: /s/Richard Sands
Richard Sands, Chairman of
the Board

Tenner Brothers, Inc.

Dated: Sept. 7, 1994

By: /s/Richard Sands
Richard Sands, Vice
President

Widmer's Wine Cellars, Inc.

Dated: Sept. 7, 1994

By:/s/Richard Sands
Richard Sands, Vice
President

Barton Incorporated

Dated: Sept. 7, 1994

By: /s/Richard Sands
Richard Sands, Vice
President

Barton Brands, Ltd.

Dated: Sept. 7, 1994

By:/s/Richard Sands
Richard Sands, Vice
President

Barton Beers, Ltd.

Dated: Sept. 7, 1994

By: /s/Richard Sands
Richard Sands, Vice
President

Barton Brands of California, Inc.

Dated: Sept. 7, 1994

By:/s/Richard Sands
Richard Sands, Vice
President

Barton Brands of Georgia, Inc.

Dated: Sept. 7, 1994

By:/s/ Richard Sands
Richard Sands, Vice President

Barton Distillers Import Corp.

Dated: Sept. 7, 1994 By: /s/Richard Sands
Richard Sands, Vice President

Barton Financial Corporation

Dated: Sept. 7, 1994 By:/s/Raymond E. Powers
Raymond E. Powers, Vice President

Stevens Point Beverage Co.

Dated: Sept. 7, 1994 By:/s/Richard Sands
Richard Sands, Vice President

Monarch Wine Company, Limited Partnership

Dated: Sept. 7, 1994 By:/s/Richard Sands
Richard Sands, Vice President Barton Management, Inc., General Partner

Barton Management, Inc.

Dated: Sept. 7, 1994 By: /s/Richard Sands
Richard Sands, Vice President

Vintners International Company, Inc.

Dated: Sept. 7, 1994 By:/s/Richard Sands
Richard Sands, President

INDEX TO EXHIBITS

(1) Underwriting agreement

Not Applicable.

(2) Plan of acquisition, reorganization, arrangement, liquidation or succession

(a) Asset Purchase Agreement between Heublein, Inc. and Canandaigua Wine Company, Inc. dated August 3, 1994 (including a list briefly identifying all contents of all omitted exhibits and schedules thereto *) is incorporated herein by reference to Exhibit 2(a) to the Registrant's Current Report on Form 8-K, dated August 5, 1994, of which this Amendment No. 1 on Form 8-K/A forms a part. The Registrant will furnish supplementally to the Commission upon request a copy of any omitted exhibit or shedule thereto.

(b) Second Amendment and Restatement dated as of August 5, 1994 of Amendment and Restatement of Credit Agreement dated as of June 29, 1993 among the Registrant, its subsidiaries and certain banks for which The Chase Manhattan Bank (National Association) act as agent (including a list briefly identifying the contents of all omitted exhibits and schedules thereto *) is incorporated herein by reference to Exhibit 2(b) to the Registrant's Current Report on Form 8-K, dated August 5, 1994, of which this Amendment No. 1 on Form 8-K/A forms a part. The Registrant will furnish supplementally to the Commission upon request a copy of any omitted exhibit or shedule thereto.

(c) Security Agreement dated as of August 5, 1994 among the Registrant, its Subsidiaries and certain banks for which The Chase Manhattan Bank (National Association) acts as agent (including a list briefly identifying the contents of all omitted exhibits and schedules thereto *) is incorporated herein by reference to Exhibit 2(b) to the Registrant's Current Report on Form 8-K, dated August 5, 1994, of which this Amendment No. 1 on Form 8-K/A forms a part. The Registrant will furnish supplementally to the Commission upon request a copy of any omitted exhibit or shedule thereto.

(4) Instruments defining the rights of security holders, including indentures

Not Applicable.

(16) Letter re change in certifying accountant

Not Applicable.

(17) Letter re director resignation

Not Applicable.

(20) Other documents or statements to security holders

Not Applicable.

(23) Consents of experts and counsel

Consent of KPMG Peat Marwick LLP is attached hereto as Exhibit 23 at page ___ of this Report.

(24) Power of attorney

Not Applicable.

(27) Financial Data Schedule

Not Applicable.

(99) Additional Exhibits

None.

* The Registrant will provide copies to security holders of any of the referenced omitted exhibits upon written request.

Exhibit 23

Consent of Independent Auditors

The Board of Directors
Heublein Inc.:

We consent to the incorporation by reference in the registration statement (No. 33-26694) on Form S-8, as amended, of Canandaigua Wine Company, Inc. of our report dated August 31, 1994, with respect to the Heublein Inc. and Affiliates statement of assets and liabilities related to the product lines acquired by Canandaigua Wine Company, Inc. as of August 5, 1994, and the related statements of identified income and expenses and cash flows for each of the years in the three-year period ended September 30, 1993, which report appears in the Amendment No. 1 to Form 8-K of Canandaigua Wine Company, Inc. dated August 5, 1994 as filed on September 7, 1994.

Our report refers to a change in the method of applying overhead to inventory.

KPMG Peat Marwick LLP

Hartford, Connecticut
September 7, 1994