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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

AMENDMENT NO. 3 TO
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) October 15, 1993

(State or other jurisdiction of incorporation or organization)	(Exact name of registrant as specified in its charter)	(I.R.S. Employer Identification No.)
Delaware	Commission File No. 0-7570, 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
Wisconsin	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 or Former Address, if Changed Since Last Report)

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

(a) Financial Statements of Business Acquired.

The consolidated balance sheets of Vintners International Company, Inc. and Subsidiaries as of September 30, 1993 (unaudited) and July 31, 1993, the related consolidated statements of operations and cash flows for the two-month periods ended September 30, 1993 and 1992, together with the notes thereto, are located at pages 3 through 9 of this Report.

(c) Exhibits.

See Index to Exhibits.

<TABLE>

VINTNERS INTERNATIONAL COMPANY, INC.

BALANCE SHEET

(In Thousands, Except Share Data) (substantially all pledged)

<S> ASSETS	<C> September 30, 1993 (unaudited)	<C> July 31, 1993 (note 1)
Current assets:		
Cash	\$923	\$5,161
Accounts receivable, net of credits due for distributor support of \$1,600 and \$1,500 at September 30 and July 31, 1993, respectively, and valuation		

reserves of \$1,500 and \$1,529, respectively	15,567	14,988
Due from related parties, net	1,324	738
Inventories:		
Case goods	17,229	13,573
Bulk wine	67,174	38,677
Champagne tierage	2,061	2,104
Packaging materials	2,979	2,527
Other	868	1,495
	90,311	58,376
Other current assets, including \$1,324 and \$2,491 at September 30 and July 31, 1993, respectively, with related parties	7,836	7,672
Total current assets	115,961	86,935
Property, plant and equipment:		
Land and improvements	9,019	9,019
Buildings	47,150	47,150
Machinery and equipment	67,883	67,882
Other	3,632	3,552
	127,684	127,603
Accumulated depreciation and amortization	43,200	42,038
	84,484	85,565
Total assets	\$200,445	\$172,500

See accompanying notes.

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VINTNERS INTERNATIONAL COMPANY, INC.
BALANCE SHEET
(In Thousands, Except Share Data) (substantially all pledged)

<S>	<C>	<C>
LIABILITIES AND STOCKHOLDERS' EQUITY (net capital deficiency)	September 30, 1993 (unaudited)	July 31, 1993 (note 1)
Current liabilities:		
Current maturities of debt	\$215,212	\$217,102
Accounts payable	38,845	8,807
Federal and state wine excise taxes payable	918	1,261
Accrued interest	10,409	8,303
Other current liabilities	10,093	6,800
Total current liabilities	275,477	242,273
Stockholders' equity (net capital deficiency):		
Common stock, par value \$0.1 per share:		
Authorized shares - - 2,700,000		
Issued and outstanding shares -- 915,053	9	9
Class C non-voting common stock, par value \$.01 per share:		
Authorized shares --800,000		
Issued and outstanding shares -- 151,287	2	2
Additional paid-in capital	44,248	44,248
Accumulated deficit	(119,291)	(114,032)
Total stockholders' equity (net capital deficiency)	(75,032)	(69,773)
Total liabilities and stockholders' equity (net capital deficiency)	\$200,445	\$172,500

See accompanying notes.

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VINTNERS INTERNATIONAL COMPANY, INC.
STATEMENTS OF OPERATIONS
(In thousands, except share and per share data)

<S> <C> <C>
Two-Month Periods Ended

	1993	September 30, 1992 (unaudited)
Sales (including \$2,486 and \$1,597 to related parties for the two-month periods ended September 30, 1993 and 1992, respectively)	\$23,353	\$27,876
Less:		
Federal and state wine excise taxes	(3,223)	(3,428)
Returns and allowances	(326)	(845)
Net sales	19,804	23,603
Cost of sales (1)	16,258	19,902
Gross profit	3,546	3,701
Advertising and marketing	2,221	2,020
Selling, general and administrative (1)	2,171	2,469
Severance costs	51	4
Operating loss	(897)	(792)
Interest expense:		
Interest -- payable in cash	2,485	2,422
Interest -- payable in debt	229	229
Interest -- payable in common stock	1,000	1,000
Total interest expense	3,714	3,651
Legal and financial advisory fees incurred in connection with the sale of assets and amendment to debt agreement	662	--
Other (income) expense	(14)	9
Net loss	(\$ 5,259)	(\$ 4,452)
Net loss per common share	(\$ 4.93)	(\$ 4.38)
Number of shares used in computing per share amount	1,066,340	1,015,961

(1) Included in cost of sales and selling, general, and administrative expenses is depreciation and amortization of \$1,386 and \$1,419 for the two-month periods ended September 30, 1993 and 1992, respectively.

See accompanying notes.

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VINTNERS INTERNATIONAL COMPANY, INC.
STATEMENTS OF CASH FLOWS
(In Thousands)

<S>	<C> 1993	<C> September 30, 1992 (unaudited)
Operating activities		
Net loss	(\$ 5,259)	(\$ 4,452)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	1,386	1,419
Noncash interest expense	1,229	1,229
Provision for returns and losses on accounts receivable	222	361
Changes in operating assets and liabilities:		
Accounts receivable	(801)	768
Due from related parties	(586)	649
Inventory	(31,935)	(40,381)
Other assets (388)	2,545	
Accounts payable	30,082	24,067
Other current liabilities	3,827	(483)
Total adjustments	3,036	(9,826)
Net cash used in operating activities	(2,223)	(14,278)
Investing activities		
Capital expenditures	(81)	(241)
Net cash used in investing activities	(81)	(241)
Financing activities		
Net (repayments) proceeds on revolving credit agreement	(1,890)	11,885
Principal payments under capital lease obligations	(44)	(45)
Net cash (used in) provided by financing activities	(1,934)	11,840
Net decrease in cash	(4,238)	(2,679)

Cash at beginning of period	5,161	3,025
Cash at end of period	\$ 923	\$ 346
Supplementary disclosures of cash flow information		
Cash paid during the period for interest expense	\$ 1,567	\$ 3,032

See accompanying notes.

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1. INTERIM FINANCIAL INFORMATION

The financial information at September 30, 1993 and for the two-month periods ended September 30, 1993 and 1992 is unaudited but includes all adjustments (consisting only of normal recurring adjustments) which Vintners International Company, Inc. ("Vintners") considers necessary for a fair presentation of the financial position at such dates and the operating results and cash flows for these periods. 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 the rules and regulations of the Securities and Exchange Commission applicable to interim reporting. Results for interim periods are not necessarily indicative of results for the entire year. These financials should be read in conjunction with Vintners' financial statements and related notes, as of July 31, 1993 and 1992 and for each of the three years in the period ended July 31, 1993, included in Canandaigua Wine Company, Inc.'s Form 8-K dated October 15, 1993. The balance sheet at July 31, 1993 has been derived from audited financial statements at that date.

2. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements have been prepared assuming that Vintners will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. However, Vintners has incurred significant net losses in each of the last three years and for the two months ended September 30, 1993, and has a working capital deficiency of \$159,516,000 and a net capital deficiency of \$75,032,000 at September 30, 1993. In addition, as discussed in Note 4, Vintners' amended debt agreements provide financing through October 15, 1993, at which time all debt becomes due and payable.

In September 1993, Vintners entered into an agreement to sell substantially all of Vintners' business and assets to Canandaigua Wine Company, Inc. (see Note 3).

3. AGREEMENT TO SELL SUBSTANTIALLY ALL OF THE BUSINESS AND ASSETS

Asset Sale Agreement

On September 14, 1993, Vintners entered into an Asset Sale Agreement with Canandaigua Wine Company, Inc. (Canandaigua) under which the Company agreed to sell substantially all of its business and assets to Canandaigua, effective October 15, 1993, subject to certain conditions prior to closing. At the same time Vintners and its secured lenders entered into amendments to existing loan agreements curing certain of the existing defaults by Vintners thereunder and extending financing to Vintners through October 15, 1993, as well as agreements under which the lenders agreed, upon receipt of certain cash proceeds and satisfaction of certain other conditions, to release their liens on the assets of Vintners to be sold to Canandaigua, provided that the sale is consummated by October 31, 1993.

Under the terms of the Asset Sale Agreement, Canandaigua will acquire all of Vintners' patents and trademarks, substantially all of Vintners' current assets, and Vintners' property, plant, and equipment at Vintners' three facilities located in California. The Asset Sale Agreement also provides for Canandaigua to lease Vintners' New York facility for a period of eighteen months after the sale transaction closes. Canandaigua will assume certain of Vintners' obligations for accounts payable and other current liabilities, excluding Vintners' pension plan, and will assume Vintners' commitments under existing leases, grape purchase and crush contracts, and brandy production agreements. Canandaigua will not assume any of Vintners' obligations under the Revolving Credit Agreement or the Secured Loan Agreement.

The consideration for the sale of the assets is comprised of a cash portion plus options to purchase 500,000 shares of Class A common stock of Canandaigua at a price of \$18.25 per share. The amount of the cash portion is calculated based on a formula which includes a base purchase price of \$68,900,000 plus the book value of inventory, receivables, and other current assets less \$3,750,000, assumed accounts payable and other current liabilities as of the date of closing. The total consideration to be paid by Canandaigua will not be sufficient to repay the principal amount of Vintners' outstanding debt. Vintners and its lenders under the Revolving Credit and Secured Loan

Agreements have entered into an agreement as to the allocation of the proceeds from the sale which provides for all cash in excess of certain retained liabilities (other than outstanding debt) of Vintners to be paid to the lenders and between 50% and 100% of the options to be provided to Vintners or its designees, depending upon the amount of cash proceeds available for distribution to the lenders.

Upon closing, Vintners expects to change its name to New VICI, Inc. Vintners' operating activities subsequent to the closing will consist of leasing the New York facility and the planned sale of remaining assets and discharge of remaining liabilities.

The net book values of assets and liabilities to be sold and assets and liabilities to be retained are as follows:

<TABLE>

<S>	September 30, 1993 (unaudited) (In Thousands)	
	<C> Assets and Liabilities to be sold	<C> Asset and Liabilities to be Retained
Cash	\$ -	\$ 923
Accounts receivable	15,555	12
Net due from related parties	1,324	-
Inventories	90,311	-
Other current assets	7,348	488
Property, plant and equipment, net	62,969	21,515
Current debt and accrued mortgage interest	-	225,621
Accounts payable	34,581	4,264
Federal and state wine excise taxes and other current liabilities	7,824	3,187

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4. DEBT

During 1993, Vintners and its lenders amended Vintners' debt agreements due to Vintners' inability to satisfy certain financial covenants and the failure to make scheduled interest payments. The debt agreements, as last amended, provide continued financing through October 15, 1993. All debt becomes due and payable on October 15, 1993, and accordingly, all debt has been classified as a current liability in the accompanying balance sheet as of September 30, 1993.

5. INCOME TAXES

Effective August 1, 1993, Vintners adopted Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" ("FAS 109"). Under FAS 109, the liability method is used to account for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Prior to the adoption of FAS 109, Vintners accounted for income taxes using the deferred method. Under the deferred method, deferred tax expense was based on items of income and expense that were reported in different years in the financial statements and tax returns and were measured at the tax rate in effect in the year the difference originated.

As permitted by FAS 109, Vintners has elected not to restate the financial statements of any prior years. The effect of the change on income taxes for the two-month period ended September 30, 1993, and the cumulative effect of the change were zero.

6. RELATED PARTY TRANSACTIONS

Vintners sold bulk wine to Joseph E. Seagram & Sons, Inc. (Seagram), a stockholder, aggregating \$713,000 and \$39,000 in the two-month periods ended September 30, 1993 and 1992, respectively.

Vintners provides crushing, processing, and bottling services for Seagram. Fees for these services aggregated approximately \$1,321,000 and \$1,037,000 for the two-month periods ended September 30, 1993 and 1992, respectively.

Vintners had an arrangement through July 31, 1993 under which Seagram processed and bottled brandy. Vintners paid a fee for all processing and bottling and reimbursed Seagram for all brandy related excise taxes. Vintners paid brandy processing and bottling fees to Seagram totaling approximately \$460,000 in the two-month period ended September 30, 1992. No fee was paid in the two-month period ended September 30, 1993.

In addition to the above transactions, Vintners sold \$451,000 and

\$521,000 for the two-month periods ended September 30, 1993 and 1992, respectively, of wine products to Seagram and affiliates of Seagram for resale in other countries.

Vintners purchases grapes under contractual agreements with two partnerships in which certain directors and officers of Vintners are principals. Vintners has entered into financing arrangements with the partnerships that provide for the prepayment of grape purchases in return for a security interest in the grapes and other assets. The partnerships are charged interest on the average outstanding balance at the same rate at which Vintners pays interest under its Revolving Credit Agreement. Vintners had prepaid approximately \$1,324,000 and \$2,430,000 as of September 30, 1993 and 1992, respectively, toward the purchase of grapes from the partnerships.

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: October 5, 1994 By: s/Robert Sands
Robert Sands, Executive Vice
President

SUBSIDIARIES

Batavia Wine Cellars, Inc.

Dated: October 5, 1994 By: s/Robert Sands
Robert Sands,
Assistant Secretary

Bisceglia Brothers Wine Co.

Dated: October 5, 1994 By: s/Robert Sands
Robert Sands, Vice
President

Canandaigua West, Inc.

Dated: October 5, 1994 By: s/Robert Sands
Robert Sands, Vice
President

California Products Company

Dated: October 5, 1994 By: s/Robert Sands
Robert Sands,
Assistant Secretary

Guild Wineries & Distilleries, Inc.

Dated: October 5, 1994 By: s/Robert Sands
Robert Sands,
Assistant Secretary

Tenner Brothers, Inc.

Dated: October 5, 1994 By: s/Robert Sands
Robert Sands,
Assistant Secretary

Widmer's Wine Cellars, Inc.

Dated: October 5, 1994 By: s/Robert Sands
Robert Sands,
Assistant Secretary

Barton Incorporated

Dated: October 5, 1994 By: s/Robert Sands
Robert Sands, Vice

President

Barton Brands, Ltd.

Dated: October 5, 1994

By: s/Robert Sands
Robert Sands, Vice
President

Barton Beers, Ltd.

Dated: October 5, 1994

By: s/Robert Sands
Robert Sands, Vice
President

Barton Brands of California, Inc.

Dated: October 5, 1994

By: s/Robert Sands
Robert Sands, Vice
President

Barton Brands of Georgia, Inc.

Dated: October 5, 1994

By: s/Robert Sands
Robert Sands, Vice
President

Barton Distillers Import Corp.

Dated: October 5, 1994

By: s/Robert Sands
Robert Sands, Vice
President

Barton Financial Corporation

Dated: October 5, 1994

By: s/Norman Goldstein
Norman Goldstein, President

Stevens Point Beverage Co.

Dated: October 5, 1994

By: s/Robert Sands

Robert Sands, Vice
President

Monarch Wine Company, Limited
Partnership

Dated: October 5, 1994

By: s/Robert Sands

Robert Sands, Vice President
Barton Management, Inc., General
Partner

Barton Management, Inc.

Dated: October 5, 1994

By: s/Robert Sands

Robert Sands, Vice President

Vintners International Company, Inc.

Dated: October 5, 1994

By: s/Robert Sands

Robert Sands, President

INDEX TO EXHIBITS

(1) Underwriting agreement

Not Applicable.

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

- (a) Asset Sale Agreement between Vintners International Company, Inc. and Canandaigua Wine Company, Inc. dated September 14, 1993 (including a list briefly identifying the 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 October 15, 1993, Amendment No. 1 thereto on Form 8-K/A dated November 12, 1993 and Amendment No. 2 on Form 8-K/A dated December 15, 1993, of which this Amendment No. 3 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 schedule thereto.
- (b) Amendment dated as of October 14, 1993 to Asset Sale Agreement dated as of September 14, 1993 by and between Vintners International Company, Inc. and Canandaigua Wine Company, Inc., is incorporated herein by reference to Exhibit 2(b) to the Registrant's Current Report on Form 8-K, dated October 15, 1993, Amendment No. 1 thereto on Form 8-K/A dated November 12, 1993 and Amendment No. 2 on Form 8-K/A dated December 15, 1993, of which this Amendment No. 8 on Form 8-K/A forms a part.
- (c) Amendment No. 1 dated as of October 15, 1993 to Amendment and Restatement dated as of June 29, 1993 of Credit Agreement 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(c) to the Registrant's Current Report on Form 8-K, dated October 15, 1993, Amendment No. 1 thereto on Form 8-K/A dated November 12, 1993 and Amendment No. 2 on Form 8-K/A dated December 15, 1993, of which this Amendment No. 3 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 schedule thereto.
- (d) Senior Subordinated Loan Agreement, dated as of October 15, 1993 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(d) to the Registrant's Current Report on Form 8-K, dated October 15, 1993, Amendment No. 1 thereto on Form 8-K/A dated November 12, 1993 and Amendment No. 2 on Form 8-K/A dated December 15, 1993, of which this Amendment No. 3 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 schedule 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.
- (21) Other documents or statements to security holders
Not Applicable.
- (24) Consents of experts and counsel
Not Applicable.
- (25) Power of attorney
Not Applicable.
- (27) Financial Data Schedule
Not Applicable.
- (99) Additional Exhibits
None.