SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/a

AMENDMENT NO. 2 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) August 5, 1994

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
(State or other incorporation or organization)	(Exact Name of registrant as specified in its charter)	(I.R.S. Employer Identification Number)

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 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 13 of this Report.

The unaudited Intermim Financial Statements of Product Lines Acquired by Canandaigua Wine Company, Inc. of Heublein Inc. and Affiliates for the ten month periods ended August 5, 1994 and July 31, 1993, together with the notes thereto, are located at pages ___ through ___ 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 ___ 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

Table of Contents

	Page
Independent Auditors' Report	4
Statement of Assets and Liabilities Related to the Product Lines Acquired by Canandaigua Wine Company, Inc.	5
Statements of Identified Income and Expenses of the Product Lines Acquired by Canandaigua Wine Company, Inc.	6
Statements of Cash Flows of the Product Lines Acquired by Canandaigua Wine Company, Inc.	7
Notes to Financial Statements of the Product Lines Acquired by Canandaigua Wine Company, Inc.	8-13

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> 1993	<C> 1992	<C> 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 improvements

(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>

PRO FORMA CONSOLIDATED FINANCIAL DATA

(UNAUDITED)

The following pro forma consolidated financial data of the Company consists of a Pro Forma Condensed Consolidated Balance Sheet (unaudited) (the "Pro Forma Balance Sheet"), a 1993 Fiscal Year Pro Forma Condensed Consolidated Statement of Income (unaudited) (the "1993 Fiscal Year Pro Forma Statement of Income") and a 1994 Nine Month Pro Forma Condensed Consolidated Statement of Income (unaudited) (the "1994 Nine Month Pro Forma Statement of Income" and, together with the Pro Forma Balance Sheet and the 1993 Fiscal Year Pro Forma Statement of Income, the "Pro Forma Statements").

The Pro Forma Balance Sheet reflects the combination of the balance sheets of the Company as of May 31, 1994 and the Almaden/Inglenook Product Lines as of August 5, 1994, as adjusted for 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 1993 Fiscal Year Pro Forma Statement of Income reflects the combination of the income statements of the Company for the year ended August 31, 1993, Barton for the ten months ended June 28, 1993, Vintners for the year ended July 31, 1993 and the Almaden/Inglenook Product Lines for the year ended September 30, 1993, as adjusted for (i) the Barton Acquisition, (ii) the Vintners Acquisition, the Notes Offering and the Conversion, and (iii) the Almaden/Inglenook Acquisition. The 1993 Fiscal Year Pro Forma Statement of Income is presented as if such transactions were consummated on September 1, 1992.

The 1994 Nine Month Pro Forma Statement of Income 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 Almaden/Inglenook Product Lines for the nine months ended June 30, 1994, as adjusted for (i) the Vintners Acquisition, the Notes Offering and the Conversion, and (ii) the Almaden/Inglenook Acquisition. The 1994 Nine Month Pro Forma Statement of Income is presented as if such transactions were consummated on September 1, 1993.

The Pro Forma Statements also reflects the final purchase accounting adjustment for the Vintners Acquisition based upon an appraisal received by the Company in October 1994.

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" incorporated herein by reference to the Registrant's Registration Statement on Form S-3 (Registration No. 33-55997). 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.

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

PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET (UNAUDITED)

<TABLE>
<CAPTION>

	HISTORICAL		PRO FORMA ADJUSTMENTS		
	COMPANY AS OF MAY 31, 1994	ALMADEN/ INGLENOOK PRODUCT LINES AS OF AUGUST 5, 1994	FOR THE VINTNERS ACQUISITION	FOR THE ALMADEN/ INGLENOOK ACQUISITION	PRO FORMA CONSOLIDATED
			(IN THOUSANDS)		
<S>	<C>	<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	$(11,258)(a)	$ (24,752)(b)	286,444
Prepaid expenses and other current assets	19,461	901			20,362
Property, plant and equipment, net	167,698	46,814	(10,365)(a)	709 (b)	204,856
Other assets	77,306	22,992	29,902 (a)	27,296 (b) 3,600 (c)	161,096
Total assets	$ 579,769	$ 177,645	$ 8,279	$ 6,853	$772,546
LIABILITIES AND STOCKHOLDERS' EQUITY:					
Current maturities long-term debt and other short-term debt	$ 8,794	$ 599		$ 13,000 (d)	$ 22,393
Notes payable	38,000	--			38,000
Accounts payable and accrued liabilities	96,656	2,465		4,203 (c)	103,324
Other current liabilities	11,399	--	$ 4,734 (a)		16,133
Long-term debt (excluding current maturities)	178,432	1,287		111,938 (d)	291,657
Other long-term liabilities	7,852	--	3,545 (a)	48,164 (b)	59,561
Deferred income taxes	31,480	--			31,480
Total liabilities	372,613	4,351	8,279	177,305	562,548
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)(f)	--
Less: treasury stock	(7,664)	--			(7,664)
Total stockholders' equity	207,156	173,294		(170,452)	209,998
Total liabilities and stockholders' equity	$ 579,769	$ 177,645	$ 8,279	$ 6,853	$772,546

</TABLE>

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

NOTES TO PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET (UNAUDITED)

(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

(a) Reflects the final purchase accounting adjustments for the Vintners Acquisition based upon the appraised values of the assets acquired and liabilities assumed.

(b) For purchase accounting, 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 Almaden/Inglenook Product Lines are not expected to differ materially from the final assigned values. Purchase accounting adjustments were recorded to reduce inventory by $24,752, to increase property, plant and equipment by $709, to record the excess of purchase cost over the fair market value of assets acquired of $44,040, to record $5,724 reflecting the value of the tradenames and to record the elimination of $22,468 of other assets of the Almaden/Inglenook Product Lines. These adjustments are required to record these assets at their estimated fair market values and to conform to the Company's accounting policy for inventory crush costs. The $48,164 reflects an assumed liability for losses on future non-cancelable grape purchase contracts. Inventory of Almaden/Inglenook Product Lines 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.

(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

The estimated purchase price is $184,498 which consists 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 costs of $3,062; (vi) financing costs of $3,600; (vii) loss reserve on future noncancelable grape purchase contracts of $48,164; (viii) severance liability to employees not retained of $1,222; (ix) liabilities assumed of $4,351; and (x) $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.

<TABLE>
<CAPTION>

Purchase Cost:

<S>	<C>
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
Direct acquisition costs	3,062
Financing costs	3,600
Loss reserve on future non-cancelable grape purchase contracts	48,164
Severance liability to employees not retained	1,222
Liabilities assumed	4,351
Issuance of 600,000 options to purchase the Company's Class A Common Stock	2,842
Total purchase cost	184,498
Fair market value of Almaden/Inglenook Product Lines assets including capitalized financing costs	140,458
Excess of purchase cost over fair market value of asset acquired	$ 44,040

</TABLE>

(c) Reflects the liability of $4,203 for direct acquisition and severance costs of $2,981 and $1,222, respectively. In addition, the Company funded $81 of direct acquisition cost through Term Loan borrowings. Capitalized financing costs of $3,600 were funded through Term Loan borrowings. See notes (b) above and (d) below.

(d) Reflects the borrowings in connection with the Almaden/Inglenook Acquisition net of an overpayment of $9.2 million at closing. The sources and application of funds in connection with the Almaden/Inglenook Acquisition are as follows:

<TABLE>

<S>	<C>	<C>
Sources of funds:		
Borrowings under the Term Loans	$124,938	
Accounts payable and accrued liabilities	4,203	
Options issued to purchase 600,000 shares of the Company's Class A Common Stock	2,842	
Total sources of funds	$131,983	

Application of funds:	
Cash purchase price	$121,257
Payment of direct acquisition costs	3,062
Payment of financing costs	3,600
Payment of severance and other costs	1,222
Options to purchase 600,000 shares of Company's Class A Common Stock	2,842
Total uses of funds	$131,983

</TABLE>

(e) Reflects the issuance of an option to purchase 600,000 shares of the Company's Class A Common Stock, exercisable at $30.00 per share for 200,000 shares and $35.00 per share for 400,000 shares. The option has been recorded based upon an average assumed amount of $4.74 per share, which is subject to final adjustment based upon the results of an independent valuation.

(f) Reflects the elimination of the Heublein investment in the Almaden/Inglenook Product Lines.

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

1993 FISCAL YEAR PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME (UNAUDITED)

<TABLE>
<CAPTION>

	HISTORICAL			
	COMPANY YEAR ENDED AUGUST 31, 1993	BARTON TEN MONTHS ENDED JUNE 28, 1993	VINTNERS YEAR ENDED JULY 31, 1993	ALMADEN/ INGLENOOK PRODUCT LINES YEAR ENDED SEPTEMBER 30, 1993
<S>	<C>	<C>	<C>	<C>
	(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)			
Net sales	$ 306,308	$ 200,188 (a)	$ 156,397	$ 232,755
Cost of product sold	214,931	145,167 (a)	123,405	178,229
Gross profit	91,377	55,021	32,992	54,526
Selling, general and administrative expenses	59,983	36,783	30,779	39,940
Operating income	31,394	18,238	2,213	14,586
Interest expense, net	(6,126)	(236)	(22,571)	(4,742)
Other expense	--	--	--	(773)
Nonrecurring transaction costs	--	--	(1,789)	--
Income (loss) before cumulative effect of change in accounting principle	25,268	18,002	(22,147)	9,071
Provision for (benefit from) federal and state income taxes	9,664	6,069	--	3,951

Income from continuing operations......	15,604	11,933	(22,147)	5,120
Cumulative effect of change in accounting principle, net of tax..........	--	--	--	1,919
Net income.......	$ 15,604	$ 11,933	$ (22,147)	$ 7,039
Income from continuing operations per common share:				
Primary.........	$ 1.30			
Fully diluted...	$ 1.20			
Cumulative effect of change in accounting principle per common share:				
Primary.........	$ --			
Fully diluted...	$ --			
Net income per common share:				
Primary.........	$ 1.30			
Fully diluted...	$ 1.20			
Weighted average shares outstanding:				
Primary.........	11,963,652			
Fully diluted...	15,203,114			

<CAPTION>

	PRO FORMA ADJUSTMENTS			
	FOR THE BARTON ACQUISITION	FOR THE VINTNERS ACQUISITION, NOTES OFFERING AND CONVERSION	FOR THE ALMADEN/ INGLENOOK ACQUISITION	PRO FORMA CONSOLIDATED
<S>	<C>	<C>	<C>	<C>
Net sales........		$ 1,309 (h)	$ 653 (r)	$ 897,610
Cost of product sold...........	$ (776) (b)	(5,926) (i) 1,000 (j)	(1,995) (r) (3,844) (s) (463) (t) (433) (u) (465) (v)	648,830
Gross profit.....	776	6,235	7,853	248,780
Selling, general and administrative expenses........	(287) (b) (509) (c) 79 (d) 1,300 (e)	1,404 (h) (259) (i) (139) (k) 1,189 (l) 90 (m) (3,735) (n) 68 (o) 539 (p)	3,421 (r) (202) (s) (1,683) (t) 471 (w) 600 (x)	169,832
Operating income.	193	7,078	5,246	78,948
Interest expense, net............	(2,385) (f)	95 (h) 7,941 (k) 4,189 (o) 2,232 (p)	(2,328) (y)	(23,931)
Other expense....			773 (r)	--
Nonrecurring transaction costs...........				(1,789)
Income (loss) before cumulative effect of change in accounting principle.......	(2,192)	21,535	3,691	53,228
Provision for (benefit from)				

federal and state income taxes..........	(833)(g)	(233)(q)	1,403 (z)	20,021
Income from continuing operations......	(1,359)	21,768	2,288	33,207
Cumulative effect of change in accounting principle, net of tax.........				1,919
Net income.......	$ (1,359)	$ 21,768	$ 2,288	$ 35,126
Income from continuing operations per common share:				
Primary.........				$ 2.18
Fully diluted...				$ 2.17
Cumulative effect of change in accounting principle per common share:				
Primary.........				$ 0.13
Fully diluted...				$ 0.13
Net income per common share:				
Primary.........				$ 2.31
Fully diluted...				$ 2.30
Weighted average shares outstanding:				
Primary.........				15,203,112 (aa)
Fully diluted...				15,293,002 (aa)

</TABLE>

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

NOTES TO 1993 FISCAL YEAR PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME (UNAUDITED)

(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

(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. Giving effect to a full year's depreciation expense for the assets acquired in the Barton Acquisition would reduce pretax income by an additional $441.
(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 expense 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 $6,185 as compared to that recorded by Vintners was allocated, as indicated, to cost of product sold and selling, general and administrative expenses. Giving effect to a full year's depreciation expense for the assets acquired in the Vintners Acquisition would reduce pretax income by an additional $2,379.

(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 used to finance the Vintners Acquisition (the "Subordinated Bank Loan") and an assumed interest rate of 5% per annum for the Revolving Loans.

(l) Reflects amortization expense of intangible assets of $1,189 over 40 years using the straight-line method.
(m) Reflects amortization expense 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 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, amortization expense of direct financing costs of $411 related to the Notes, the write-off of $142 of unamortized deferred

financing costs and the reversal of the current year amortization expense of $14 related to the Subordinated Bank Loan.

(q) Reflects the additional tax benefit 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 expense reflect the reclassification of certain items to conform to the Company's classification. See notes to "Selected Historical Financial Data."

(s) Reflects the adjusted depreciation expense related to the acquired property, plant and equipment of 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 $4,046, as compared to that recorded by Almaden/Inglenook Product Lines, was allocated, as indicated, to cost of product sold and selling, general and administrative expenses. Giving effect to a full year's depreciation expense for the assets acquired in the Almaden/Inglenook Acquisition would reduce pretax income by an additional $1,613.
(t) 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.
(u) Reflects the elimination of postretirement expense benefits of $433 as the liability to existing retirees was not assumed by the Company and no postretirement benefits will be offered to the new Almaden/Inglenook Product Lines employees hired by the Company at the date of the Almaden/Inglenook Acquisition.
(v) Reflects the elimination of $465 of repair and maintenance expense to

conform to the Company's policy of capitalizing the cost of betterments which extend the life of the asset.

(w) 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 increase in amortization expense of $471 as compared to that recorded by Almaden/Inglenook Product Lines was allocated to goodwill and trade names.
(x) Reflects amortization expense of deferred financing costs of $600 over the term of the bank loan (72 months) using the effective interest method.
(y) Reflects the elimination of Almaden/Inglenook Product Lines allocated 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 on the Term Loans and Revolving Loans.
(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.

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

1994 NINE MONTH PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME (UNAUDITED)

<TABLE>
<CAPTION>

	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, NOTES OFFERING AND CONVERSION	FOR THE ALMADEN/ INGLENOOK ACQUISITION	PRO FORMA CONSOLIDATED
	(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)					
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Net sales.........	$ 448,739	$ 17,263	$ 180,514		$ 4,299 (k)	$ 650,815
Cost of product sold............	319,640	13,999	140,140	$ (718)(a)	2,310 (k)	471,985
				125 (b)	(2,485)(l)	
					(344)(m)	
					(325)(n)	
					(357)(o)	
Gross profit......	129,099	3,264	40,374	593	5,500	178,830
Selling, general and administrative expenses.........	87,109	3,789	29,473	(24)(a)	2,569 (k)	122,781
				(55)(c)	(131)(l)	
				854 (d)	353 (p)	
				9 (e)	450 (q)	
				(467)(f)	(1,251)(m)	
				(20)(g)		
				137 (h)		
				(14)(i)		
Operating income..	41,990	(525)	10,901	173	3,510	56,049
Interest expense, net.............	(12,846)	(2,788)	(4,131)	(55)(c)	(1,521)(r)	$ (19,283)
				682 (g)		

				313 (h) 1,063 (i)		
Other expense.....	--	--	(580)	--	580 (k)	--
Nonrecurring transaction costs...........	--	(953)	--			(953)
Income (loss) before provision for (benefit from) federal and state income taxes...........	29,144	(4,266)	6,190	2,176	2,569	35,813
Provision for (benefit from) federal and state income taxes.....	11,094	--	2,777	(794)(j)	976 (s)	14,053
Net income........	$ 18,050	$ (4,266)	$ 3,413	$ 2,970	$ 1,593	$ 21,760
Net income per common share:						
Primary..........	$ 1.16					$ 1.34
Fully diluted....	$ 1.13					$ 1.34
Weighted average shares outstanding:						
Primary..........	15,590,328					16,206,329 (t)
Fully diluted....	16,329,966					16,215,580 (t)

</TABLE>

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

NOTES TO 1994 NINE MONTH PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME
(UNAUDITED)

(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

(a) Reflects the adjusted depreciated 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 $742 as compared to that recorded by Vintners was allocated, as indicated, to cost of product sold and selling, general and administrative expenses. Giving effect to a full nine months' depreciation expense for the assets acquired in the Vintners Acquisition would reduce pretax income by an additional $1,784.

(b) Reflects increased lease expense related to the Hammondsport lease on the assumption that the lease was entered into on September 1, 1993.

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

(d) Reflects amortization expense of intangible assets of $854 over 40 years using the straight-line method.

(e) Reflects amortization expense of deferred financing costs of $9 over the term of the Subordinated Bank Loan (120 months) using the effective interest method.

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

(g) Reflects the elimination of interest expense of $682 and amortization expense and transaction costs of $20 related to the Convertible Debentures based upon an assumed conversion on September 1, 1993.

(h) Reflects the Notes Offering, 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 amortization expense of direct financing costs of $137 related to the Notes.

(i) 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.

(j) Reflects the additional tax benefit 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, cost of product sold, selling, general and administrative expenses and other expense 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 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 $2,616, as compared to that recorded on a historical basis was allocated, as indicated, to cost of product sold and selling, general and administrative expenses. Giving effect to a full nine months' depreciation expense for the assets acquired in the Almaden/Inglenook Acquisition would reduce pretax income by an additional $1,210.

(m) 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.

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

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

(p) 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 increase in amortization expense of $353 as compared to that recorded on a historical basis was allocated to goodwill and trade names.

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

(r) Reflects the elimination of Almaden/Inglenook Product Lines allocated 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 4.8% per annum on the Term Loans and Revolving Loans.

(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: Oct. 31, 1994

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

SUBSIDIARIES

Batavia Wine Cellars, Inc.

Dated: Oct. 31, 1994

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

Bisceglia Brothers Wine Co.

Dated: Oct. 31, 1994

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

Canandaigua West, Inc.

Dated: Oct. 31, 1994

By:/s/Richard Sands
Richard Sands, President

California Products Company

Dated: Oct. 31, 1994

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

Guild Wineries & Distilleries,
Inc.

Dated: Oct. 31, 1994

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

Tenner Brothers, Inc.

Dated: Oct. 31, 1994

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

Widmer's Wine Cellars, Inc.

Dated: Oct. 31, 1994

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

Barton Incorporated

Dated: Oct. 31, 1994

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

Barton Brands, Ltd.

Dated: Oct. 31, 1994 By:/s/Richard Sands
Richard Sands, Vice
President

Barton Beers, Ltd.

Dated: Oct. 31, 1994 By: /s/Richard Sands
Richard Sands, Vice
President

Barton Brands of California, Inc.

Dated: Oct. 31, 1994 By:/s/Richard Sands
Richard Sands, Vice
President

Barton Brands of Georgia, Inc.

Dated: Oct. 31, 1994 By:/s/ Richard Sands
Richard Sands, Vice President

Barton Distillers Import Corp.

Dated: Oct. 31, 1994 By: /s/Richard Sands
Richard Sands, Vice
President

Barton Financial Corporation

Dated: Oct. 31, 1994 By:/s/Raymond E. Powers
Raymond E. Powers, Vice President

Stevens Point Beverage Co.

Dated: Oct. 31, 1994 By:/s/Richard Sands
Richard Sands, Vice President

Monarch Wine Company, Limited
Partnership

Dated: Oct. 31, 1994 By:/s/Richard Sands
Richard Sands, Vice
President Barton
Management, Inc., General
Partner

Barton Management, Inc.

Dated: Oct. 31, 1994 By: /s/Richard Sands
Richard Sands, Vice
President

Vintners International Company, Inc.

Dated: Oct. 31, 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. 2 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) 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) 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. 2 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.

(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. 2 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.

(20) Other documents or statements to security holders

Not Applicable.

(23) Consents of experts and counsel

Consent of KPMG Peat Marwick LLP is incorporated herein by reference to Exhibit 23 to the Registrant's Current Report on Form 8-K, dated August 5, 1994, of which this Amendment No. 2 on Form 8-K/A forms a part.

(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.