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

(Mark One)

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

For the quarterly period ended November 30, 2000

OR

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

For the transition period from _______________ to _______________

Commission File Number 0-7570

Delaware	CONSTELLATION BRANDS, INC. and its subsidiaries:	16-0716709
New York	Batavia Wine Cellars, Inc.	16-1222994
New York	Canandaigua Wine Company, Inc.	16-1462887
New York	Canandaigua Europe Limited	16-1195581
England and Wales	Canandaigua Limited	98-0198402
New York	Polyphenolics, Inc.	16-1546354
New York	Roberts Trading Corp.	16-0865491
Netherlands	Canandaigua B.V.	98-0205132
Delaware	Franciscan Vineyards, Inc.	94-2602962
California	Allberry, Inc.	68-0324763
California	Cloud Peak Corporation	68-0324762
California	M.J. Lewis Corp.	94-3065450
California	Mt. Veeder Corporation	94-2862667
Delaware	Barton Incorporated	36-3500366
Delaware	Barton Brands, Ltd.	36-3185921
Maryland	Barton Beers, Ltd.	36-2855879
Connecticut	Barton Brands of California, Inc.	06-1048198
Georgia	Barton Brands of Georgia, Inc.	58-1215938
Illinois	Barton Canada, Ltd.	36-4283446
New York	Barton Distillers Import Corp.	13-1794441
Delaware	Barton Financial Corporation	51-0311795
Wisconsin	Stevens Point Beverage Co.	39-0638900
Illinois	Monarch Import Company	36-3539106
(State or other jurisdiction of incorporation or organization)	(Exact name of registrant as specified in its charter)	(I.R.S. Employer Identification No.)

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

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

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

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

The number of shares outstanding with respect to each of the classes of common stock of Constellation Brands, Inc., as of December 31, 2000, is set forth below (all of the Registrants, other than Constellation Brands, Inc., are direct or indirect wholly-owned subsidiaries of Constellation Brands, Inc.):

CLASS	NUMBER OF SHARES OUTSTANDING
Class A Common Stock, Par Value $.01 Per Share	15,366,763
Class B Common Stock, Par Value $.01 Per Share	3,084,372

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

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

	November 30, 2000	February 29, 2000
	(unaudited)	
ASSETS		
CURRENT ASSETS:		
Cash and cash investments	$ 1,871	$ 34,308
Accounts receivable, net	386,908	291,108
Inventories, net	699,885	615,700
Prepaid expenses and other current assets	70,140	54,881
Total current assets	1,158,804	995,997
PROPERTY, PLANT AND EQUIPMENT, net	536,300	542,971
OTHER ASSETS	770,686	809,823
Total assets	$ 2,465,790	$ 2,348,791
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Notes payable	$ 121,000	$ 26,800
Current maturities of long-term debt	37,544	53,987
Accounts payable	163,195	122,213
Accrued excise taxes	44,853	30,446
Other accrued expenses and liabilities	245,538	204,771
Total current liabilities	612,130	438,217
LONG-TERM DEBT, less current maturities	1,123,929	1,237,135
DEFERRED INCOME TAXES	116,523	116,447
OTHER LIABILITIES	30,337	36,152
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY:		
Preferred Stock, $.01 par value- Authorized, 1,000,000 shares; Issued, none at November 30, 2000, and February 29, 2000	-	-
Class A Common Stock, $.01 par value- Authorized, 120,000,000 shares; Issued, 18,459,875 shares at November 30, 2000, and 18,206,662 shares at February 29, 2000	185	182
Class B Convertible Common Stock, $.01 par value- Authorized, 20,000,000 shares; Issued, 3,711,097 shares at November 30, 2000, and 3,745,560 shares at February 29, 2000	37	38
Additional paid-in capital	254,595	247,949
Retained earnings	437,421	358,456
Accumulated other comprehensive income- Cumulative translation adjustment	(27,632)	(4,149)
	664,606	602,476
Less-Treasury stock-		
Class A Common Stock, 3,119,112 shares at November 30, 2000, and 3,137,244 shares at February 29, 2000, at cost	(79,353)	(79,429)
Class B Convertible Common Stock, 625,725 shares at November 30, 2000, and February 29, 2000, at cost	(2,207)	(2,207)
	(81,560)	(81,636)
Less-Unearned compensation-restricted stock awards	(175)	-
Total stockholders' equity	582,871	520,840

Total liabilities and stockholders' equity	$ 2,465,790	$ 2,348,791
	============	============

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

<TABLE>

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

<CAPTION>

	For the Nine Months Ended November 30,		For the Three Months Ended November 30,	
	2000	1999	2000	1999
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
<S>	<C>	<C>	<C>	<C>
GROSS SALES	$ 2,436,637	$ 2,383,909	$ 833,447	$ 864,075
Less - Excise taxes	(583,990)	(579,191)	(203,870)	(211,106)
Net sales	1,852,647	1,804,718	629,577	652,969
COST OF PRODUCT SOLD	(1,260,082)	(1,249,781)	(421,524)	(443,282)
Gross profit	592,565	554,937	208,053	209,687
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	(379,159)	(368,130)	(122,815)	(132,309)
NONRECURRING CHARGES	-	(5,510)	-	-
Operating income	213,406	181,297	85,238	77,378
INTEREST EXPENSE, net	(81,797)	(78,219)	(26,983)	(27,544)
Income before income taxes	131,609	103,078	58,255	49,834
PROVISION FOR INCOME TAXES	(52,644)	(41,231)	(23,302)	(19,934)
NET INCOME	$ 78,965	$ 61,847	$ 34,953	$ 29,900
SHARE DATA:				
Earnings per common share:				
Basic	$ 4.31	$ 3.43	$ 1.90	$ 1.65
Diluted	$ 4.24	$ 3.34	$ 1.87	$ 1.60
Weighted average common shares outstanding:				
Basic	18,308	18,023	18,394	18,083
Diluted	18,642	18,502	18,734	18,651

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

<TABLE>

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

<CAPTION>

<S>	For the Nine Months Ended November 30, 2000 (unaudited) <C>	1999 (unaudited) <C>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 78,965	$ 61,847
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation of property, plant and equipment	35,826	33,938
Amortization of intangible assets	19,285	16,904
Loss (gain) on sale of assets	1,904	(778)
Amortization of discount on long-term debt	370	316
Stock-based compensation expense	255	776
Deferred tax benefit	-	(3,860)
Change in operating assets and liabilities, net of effects from purchases of businesses:		
Accounts receivable, net	(104,496)	(123,109)
Inventories, net	(88,726)	(55,602)
Prepaid expenses and other current assets	(15,738)	(5,432)
Accounts payable	39,087	44,292
Accrued excise taxes	15,975	(3,191)
Other accrued expenses and liabilities	39,067	88,960
Other assets and liabilities, net	(5,683)	1,201
Total adjustments	(62,874)	(5,585)
Net cash provided by operating activities	16,091	56,262
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property, plant and equipment	(47,806)	(46,657)
Proceeds from sale of assets	1,379	1,276
Purchases of businesses, net of cash acquired	-	(452,526)
Net cash used in investing activities	(46,427)	(497,907)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Principal payments of long-term debt	(221,557)	(1,059,406)
Payment of issuance costs of long-term debt	(1,668)	(14,494)
Proceeds from issuance of long-term debt, net of discount	119,400	1,486,240
Net proceeds from notes payable	96,922	25,995
Exercise of employee stock options	5,530	2,386
Proceeds from employee stock purchases	761	601
Net cash (used in) provided by financing activities	(612)	441,322
Effect of exchange rate changes on cash and cash investments	(1,489)	(2,655)
NET DECREASE IN CASH AND CASH INVESTMENTS	(32,437)	(2,978)
CASH AND CASH INVESTMENTS, beginning of period	34,308	27,645
CASH AND CASH INVESTMENTS, end of period	$ 1,871	$ 24,667
SUPPLEMENTAL DISCLOSURES OF NONCASH INVESTING AND FINANCING ACTIVITIES:		
Fair value of assets acquired, including cash acquired	$ 15,115	$ 559,541
Liabilities assumed	(10,628)	(104,526)
Cash paid	4,487	455,015
Less - amounts borrowed	(4,487)	-
Less - cash acquired	-	(2,489)
Net cash paid for purchases of businesses	$ -	$ 452,526

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

1) MANAGEMENT'S REPRESENTATIONS:

The consolidated financial statements included herein have been prepared by Constellation Brands, Inc. and its subsidiaries (the "Company"), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission applicable to quarterly reporting on Form 10-Q and reflect, in the opinion of the Company, all adjustments necessary to present fairly the financial information for the Company. All such adjustments are of a normal recurring nature. Certain information and footnote disclosures normally included in financial statements, prepared in accordance with generally accepted accounting principles, have been condensed or omitted as permitted by such rules and regulations. These consolidated financial statements and related notes should be read in conjunction with the consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the fiscal year ended February 29, 2000. Results of operations for interim periods are not necessarily indicative of annual results.

Certain February 29, 2000, and November 30, 1999, balances have been reclassified to conform to current year presentation.

2) ACQUISITIONS:

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

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

On June 4, 1999, the Company purchased all of the outstanding capital stock of Franciscan Vineyards, Inc. ("Franciscan Estates") and, in related transactions, purchased vineyards, equipment and other vineyard related assets located in Northern California (collectively, the "Franciscan Acquisition"). The purchase price was $212.4 million in cash plus assumed debt, net of cash acquired, of $30.8 million. The purchase price was financed primarily by additional term loan borrowings under the senior credit facility. Also, on June 4, 1999, the Company acquired all of the outstanding capital stock of Simi Winery, Inc. ("Simi") (the "Simi Acquisition"). The cash purchase price was $57.5 million and was financed by revolving loan borrowings under the senior credit facility. The purchases were accounted for using the purchase method; accordingly, the acquired assets were recorded at fair market value at the date of acquisition. The excess of the purchase price over the estimated fair market value of the net assets acquired (goodwill) for the Franciscan Acquisition and the Simi Acquisition, $94.5 million and $5.8 million, respectively, is being amortized on a straight-line basis over 40 years. The Franciscan Estates and Simi operations are managed together as a separate business segment of the Company ("Franciscan").

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

On October 27, 2000, the Company purchased all of the issued Ordinary Shares and Preference Shares of Forth Wines Limited ("Forth Wines"). The purchase price was $4.5 million and was accounted for using the purchase method; accordingly, the acquired assets were recorded at fair market value at the date of acquisition. The excess of the purchase price over the estimated fair market value of the net assets acquired (goodwill), $2.2 million, is being amortized on a straight-line basis over 40 years. The results of operations of Forth Wines have been included in the Consolidated Statements of Income since the date of acquisition.

The following table sets forth the unaudited historical and unaudited pro forma results of operations of the Company for the nine months ended November 30, 2000 and 1999, respectively. The unaudited historical and unaudited pro forma results of operations for the nine months ended November 30, 2000 and 1999, respectively, do not give pro forma effect to the acquisition of Forth Wines as if it occurred on March 1, 1999, as it is not significant. The unaudited pro forma results of operations for the nine months ended November 30, 1999, gives effect to the acquisitions of the Black Velvet Assets and Franciscan as if they occurred on March 1, 1999. The unaudited pro forma results of operations are presented after giving effect to certain adjustments for depreciation, amortization of goodwill, interest expense on the acquisition financing and related income tax effects. The unaudited pro forma results of operations are based upon currently available information and upon certain assumptions that the Company believes are reasonable under the circumstances. The unaudited pro forma results of operations for the nine months ended November 30, 1999, reflect total pretax nonrecurring charges of $12.4 million ($0.40 per share on a diluted basis) related to transaction costs, primarily for exercise of stock options, which were incurred by Franciscan Estates prior to the acquisition. The unaudited pro forma results of operations do not purport to present what the Company's results of operations would actually have been if the aforementioned transactions had in fact occurred on such date or at the beginning of the period indicated, nor do they project the Company's financial position or results of operations at any future date or for any future period.

	For the Nine Months Ended November 30,	
	2000	1999
(in thousands, except per share data)		
Net sales	$ 1,852,647	$ 1,832,082
Income before income taxes	$ 131,609	$ 87,912
Net income	$ 78,965	$ 52,747
Earnings per common share:		
Basic	$ 4.31	$ 2.93
Diluted	$ 4.24	$ 2.85
Weighted average common shares outstanding:		
Basic	18,308	18,023
Diluted	18,642	18,502

3) INVENTORIES:

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

	November 30, 2000	February 29, 2000
(in thousands)		
Raw materials and supplies	$ 37,254	$ 29,417
In-process inventories	460,145	419,558
Finished case goods	202,486	166,725
	$ 699,885	$ 615,700

4) BORROWINGS:

SENIOR NOTES -

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

In May 2000, the Company issued (pound)80.0 million (approximately $120.0 million upon issuance and $114.0 million as of November 30, 2000) aggregate principal amount of 8 1/2% Series C Senior Notes due November 2009 at an issuance price of (pound)79.6 million (approximately $119.4 million upon issuance, net of $0.6 million unamortized discount, and $113.5 million as of November 30, 2000, net of $0.5 million unamortized discount, with an effective rate of 8.6%) (the "Sterling Series C Senior Notes"). The net proceeds of the offering ((pound)78.8 million, or approximately $118.2 million) were used to repay a portion of the Company's British pound sterling borrowings under its senior credit facility. Interest on the Sterling Series C Senior Notes is payable semiannually on May 15 and November 15 of each year, beginning on November 15, 2000. The Sterling Series C Senior Notes are redeemable at the option of the Company, in whole or in part, at any time. The Sterling Series C Senior Notes are unsecured senior obligations and rank equally in right of payment to all existing and future unsecured senior indebtedness of the Company. The Sterling Series C Senior Notes are guaranteed, on a senior basis, by certain of the Company's significant operating subsidiaries.

In October 2000, the Company exchanged (pound)74.0 million aggregate principal amount of the Sterling Series B Senior Notes for Sterling Series C Senior Notes. The terms of the Sterling Series C Senior Notes are identical in all material respects to the Sterling Series B Senior Notes.

5) EARNINGS PER COMMON SHARE:

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

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

<TABLE>
<CAPTION>

	For the Nine Months Ended November 30,		For the Three Months Ended November 30,	
	2000	1999	2000	1999
(in thousands, except per share data)				
<S>	<C>	<C>	<C>	<C>
Income applicable to common shares	$ 78,965	$ 61,847	$ 34,953	$ 29,900
Weighted average common shares outstanding - basic	18,308	18,023	18,394	18,083
Stock options	334	479	340	568
Weighted average common shares outstanding - diluted	18,642	18,502	18,734	18,651
EARNINGS PER COMMON SHARE - BASIC	$ 4.31	$ 3.43	$ 1.90	$ 1.65
EARNINGS PER COMMON SHARE - DILUTED	$ 4.24	$ 3.34	$ 1.87	$ 1.60

</TABLE>

Stock options to purchase 1.7 million and 84 thousand shares of Class A Common Stock at a weighted average price per share of $52.31 and $59.28 were outstanding during the nine months ended November 30, 2000 and 1999, respectively, but were not included in the computation of the diluted

earnings per common share because the stock options' exercise price was greater than the average market price of the Class A Common Stock for the respective periods. Stock options to purchase 1.7 million and 75 thousand shares of Class A Common Stock at a weighted average price per share of $52.32 and $59.56 were outstanding during the three months ended November 30, 2000 and 1999, respectively, but were not included in the computation of the diluted earnings per common share because the stock options' exercise price was greater than the average market price of the Class A Common Stock for the respective periods.

6) SUMMARIZED FINANCIAL INFORMATION - SUBSIDIARY GUARANTORS:

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

<TABLE>
<CAPTION>

	Parent Company	Subsidiary Guarantors	Subsidiary Nonguarantors	Eliminations	Consolidated
--					
(in thousands)					
<S>	<C>	<C>	<C>	<C>	<C>

Balance Sheet Data:					
November 30, 2000					
Current assets	$ 121,413	$ 707,370	$ 330,021	$ -	$ 1,158,804
Noncurrent assets	$ 910,185	$ 1,239,188	$ 439,263	$ (1,281,650)	$ 1,306,986
Current liabilities	$ 273,307	$ 120,613	$ 218,210	$ -	$ 612,130
Noncurrent liabilities	$ 1,114,232	$ 104,076	$ 52,481	$ -	$ 1,270,789
February 29, 2000					
Current assets	$ 105,705	$ 611,805	$ 278,487	$ -	$ 995,997
Noncurrent assets	$ 846,693	$ 1,298,465	$ 489,286	$ (1,281,650)	$ 1,352,794
Current liabilities	$ 174,816	$ 110,368	$ 153,033	$ -	$ 438,217
Noncurrent liabilities	$ 1,226,329	$ 101,220	$ 62,185	$ -	$ 1,389,734
Income Statement Data:					
For the Nine Months Ended November 30, 2000					
Net sales	$ 436,925	$ 1,069,711	$ 567,195	$ (221,184)	$ 1,852,647
Gross profit	$ 102,791	$ 320,376	$ 169,398	$ -	$ 592,565
(Loss) income before income taxes	$ (28,494)	$ 111,120	$ 48,983	$ -	$ 131,609
Net (loss) income	$ (17,096)	$ 63,196	$ 32,865	$ -	$ 78,965
For the Nine Months Ended November 30, 1999					
Net sales	$ 455,401	$ 1,056,200	$ 565,800	$ (272,683)	$ 1,804,718
Gross profit	$ 121,099	$ 270,451	$ 163,387	$ -	$ 554,937
(Loss) income before income taxes	$ (4,421)	$ 70,166	$ 37,333	$ -	$ 103,078
Net (loss) income	$ (2,652)	$ 42,099	$ 22,400	$ -	$ 61,847

<CAPTION>

(in thousands)	Parent Company	Subsidiary Guarantors	Subsidiary Nonguarantors	Eliminations	Consolidated
<S>	<C>	<C>	<C>	<C>	<C>
Income Statement Data (continued):					
For the Three Months Ended November 30, 2000					
Net sales	$ 155,957	$ 355,450	$ 195,952	$ (77,782)	$ 629,577
Gross profit	$ 31,455	$ 116,319	$ 60,279	$ -	$ 208,053
(Loss) income before income taxes	$ (10,368)	$ 48,442	$ 20,181	$ -	$ 58,255
Net (loss) income	$ (6,221)	$ 27,471	$ 13,703	$ -	$ 34,953
For the Three Months Ended November 30, 1999					
Net sales	$ 174,703	$ 365,987	$ 209,332	$ (97,053)	$ 652,969
Gross profit	$ 47,709	$ 101,134	$ 60,844	$ -	$ 209,687
Income before income taxes	$ 2,728	$ 29,801	$ 17,305	$ -	$ 49,834
Net income	$ 1,637	$ 17,881	$ 10,382	$ -	$ 29,900

</TABLE>

7) BUSINESS SEGMENT INFORMATION:

The Company reports its operating results in five segments: Canandaigua Wine (branded popularly-priced wine and brandy, and other, primarily grape juice concentrate); Barton (primarily beer and spirits); Matthew Clark (branded wine, cider and bottled water, and wholesale wine, cider, spirits, beer and soft drinks); Franciscan (primarily branded super-premium and ultra-premium wine) and Corporate Operations and Other (primarily corporate related items). Segment selection was based upon internal organizational structure, the way in which these operations are managed and their performance evaluated by management and the Company's Board of Directors, the availability of separate financial results, and materiality considerations. The accounting policies of the segments are the same as those described in the summary of significant accounting policies. The Company evaluates performance based on operating income of the respective business units.

Segment information is as follows:

<TABLE>
<CAPTION>

	For the Nine Months Ended November 30,		For the Three Months Ended November 30,	
	2000	1999	2000	1999
(in thousands)				
<S>	<C>	<C>	<C>	<C>
Canandaigua Wine:				
Net sales:				
Branded:				
External customers	$ 450,927	$ 472,087	$ 160,221	$ 179,905
Intersegment	5,023	5,274	1,891	2,285
Total Branded	455,950	477,361	162,112	182,190
Other:				
External customers	46,632	63,081	18,389	24,502
Intersegment	11,450	460	3,095	423
Total Other	58,082	63,541	21,484	24,925
Net sales	$ 514,032	$ 540,902	$ 183,596	$ 207,115
Operating income	$ 34,849	$ 34,869	$ 16,453	$ 18,850
Long-lived assets	$ 188,595	$ 194,199	$ 188,595	$ 194,199
Total assets	$ 681,156	$ 698,209	$ 681,156	$ 698,209
Capital expenditures	$ 11,894	$ 17,909	$ 4,229	$ 5,201
Depreciation and amortization	$ 17,601	$ 16,681	$ 5,867	$ 5,032

<CAPTION>

	For the Nine Months Ended November 30,		For the Three Months Ended November 30,	
	2000	1999	2000	1999
(in thousands)				
<S>	<C>	<C>	<C>	<C>
Barton:				
Net sales:				
Beer	$ 538,585	$ 457,961	$ 163,292	$ 134,155
Spirits	224,203	207,697	79,096	80,548
Net sales	$ 762,788	$ 665,658	$ 242,388	$ 214,703
Operating income	$ 135,818	$ 114,839	$ 46,370	$ 41,380
Long-lived assets	$ 76,885	$ 77,022	$ 76,885	$ 77,022
Total assets	$ 717,071	$ 699,954	$ 717,071	$ 699,954
Capital expenditures	$ 4,646	$ 4,532	$ 1,660	$ 1,864
Depreciation and amortization	$ 11,982	$ 10,573	$ 4,078	$ 4,175
Matthew Clark:				
Net sales:				
Branded:				
External customers	$ 224,734	$ 248,358	$ 79,248	$ 93,104
Intersegment	604	53	107	53
Total Branded	225,338	248,411	79,355	93,157
Wholesale	293,958	306,802	100,725	112,049
Net sales	$ 519,296	$ 555,213	$ 180,080	$ 205,206
Operating income	$ 41,027	$ 34,503	$ 18,431	$ 15,193
Long-lived assets	$ 139,655	$ 171,537	$ 139,655	$ 171,537
Total assets	$ 644,396	$ 728,167	$ 644,396	$ 728,167
Capital expenditures	$ 9,639	$ 16,459	$ 3,538	$ 5,344
Depreciation and amortization	$ 15,400	$ 17,133	$ 5,363	$ 4,317
Franciscan:				

Net sales:				
External customers	$ 70,923	$ 44,610	$ 27,779	$ 27,473
Intersegment	177	-	39	-
Net sales	$ 71,100	$ 44,610	$ 27,818	$ 27,473
Operating income	$ 18,659	$ 7,562	$ 9,001	$ 5,991
Long-lived assets	$ 125,280	$ 101,143	$ 125,280	$ 101,143
Total assets	$ 394,197	$ 361,378	$ 394,197	$ 361,378
Capital expenditures	$ 21,407	$ 6,448	$ 13,074	$ 2,728
Depreciation and amortization	$ 7,328	$ 3,990	$ 2,798	$ 2,181
Corporate Operations and Other:				
Net sales	$ 2,685	$ 4,122	$ 826	$ 1,233
Operating loss	$ (16,947)	$ (10,476)	$ (5,017)	$ (4,036)
Long-lived assets	$ 5,885	$ 17,496	$ 5,885	$ 17,496
Total assets	$ 28,970	$ 45,287	$ 28,970	$ 45,287
Capital expenditures	$ 220	$ 1,309	$ 56	$ 761
Depreciation and amortization	$ 2,800	$ 2,465	$ 940	$ 994
Intersegment Eliminations:				
Net sales	$ (17,254)	$ (5,787)	$ (5,131)	$ (2,761)
Consolidated:				
Net sales	$ 1,852,647	$ 1,804,718	$ 629,577	$ 652,969
Operating income	$ 213,406	$ 181,297	$ 85,238	$ 77,378
Long-lived assets	$ 536,300	$ 561,397	$ 536,300	$ 561,397
Total assets	$ 2,465,790	$ 2,532,995	$ 2,465,790	$ 2,532,995
Capital expenditures	$ 47,806	$ 46,657	$ 22,557	$ 15,898
Depreciation and amortization	$ 55,111	$ 50,842	$ 19,046	$ 16,699

</TABLE>

8) COMPREHENSIVE INCOME:

Comprehensive income consists of net income and foreign currency translation adjustments for the nine months and three months ended November 30, 2000 and 1999. The reconciliation of net income to comprehensive income is as follows:

<TABLE>
<CAPTION>

(in thousands)	For the Nine Months Ended November 30, 2000	1999	For the Three Months Ended November 30, 2000	1999
<S>	<C>	<C>	<C>	<C>
Net income	$ 78,965	$ 61,847	$ 34,953	$ 29,900
Other comprehensive income:				
Cumulative translation adjustment	$ (23,483)	$ (3,504)	$ (4,370)	$ (2,770)
Total comprehensive income	$ 55,482	$ 58,343	$ 30,583	$ 27,130

</TABLE>

9) ACCOUNTING PRONOUNCEMENTS:

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

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

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

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

INTRODUCTION

The following discussion and analysis summarizes the significant factors affecting (i) consolidated results of operations of the Company for the three months ended November 30, 2000 ("Third Quarter 2001"), compared to the three months ended November 30, 1999 ("Third Quarter 2000"), and for the nine months ended November 30, 2000 ("Nine Months 2001"), compared to the nine months ended November 30, 1999 ("Nine Months 2000"), and (ii) financial liquidity and capital resources for Nine Months 2001. This discussion and analysis should be read in conjunction with the Company's consolidated financial statements and notes thereto included herein and in the Company's Annual Report on Form 10-K for the fiscal year ended February 29, 2000 ("Fiscal 2000").

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

ACQUISITIONS IN FISCAL 2000 AND FISCAL 2001

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

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

On October 27, 2000, the Company purchased all of the issued Ordinary Shares and Preference Shares of Forth Wines Limited ("Forth Wines"). The results of operations from the Forth Wines acquisition are reported in the Matthew Clark segment and have been included in the consolidated results of operations of the Company since the date of acquisition.

RESULTS OF OPERATIONS

THIRD QUARTER 2001 COMPARED TO THIRD QUARTER 2000

NET SALES

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

	Third Quarter 2001 Compared to Third Quarter 2000		
	Net Sales		
	2001	2000	%Increase/ (Decrease)
Canandaigua Wine:			
Branded:			
External customers	$ 160,221	$ 179,905	(10.9)%
Intersegment	1,891	2,285	(17.2)%
Total Branded	162,112	182,190	(11.0)%
Other:			
External customers	18,389	24,502	(24.9)%
Intersegment	3,095	423	631.7 %
Total Other	21,484	24,925	(13.8)%
Canandaigua Wine net sales	$ 183,596	$ 207,115	(11.4)%
Barton:			
Beer	$ 163,292	$ 134,155	21.7 %
Spirits	79,096	80,548	(1.8)%
Barton net sales	$ 242,388	$ 214,703	12.9 %
Matthew Clark:			
Branded:			
External customers	$ 79,248	$ 93,104	(14.9)%
Intersegment	107	53	101.9 %
Total Branded	79,355	93,157	(14.8)%
Wholesale	100,725	112,049	(10.1)%
Matthew Clark net sales	$ 180,080	$ 205,206	(12.2)%
Franciscan:			
External customers	$ 27,779	$ 27,473	1.1 %
Intersegment	39	-	N/A
Franciscan net sales	$ 27,818	$ 27,473	1.3 %
Corporate Operations and Other	$ 826	$ 1,233	(33.0)%
Intersegment eliminations	$ (5,131)	$ (2,761)	85.8 %
Consolidated Net Sales	$ 629,577	$ 652,969	(3.6)%

Net sales for Third Quarter 2001 decreased to $629.6 million from $653.0 million for Third Quarter 2000, a decrease of $23.4 million, or (3.6)%.

Canandaigua Wine

Net sales for Canandaigua Wine for Third Quarter 2001 decreased to $183.6 million from $207.1 million for Third Quarter 2000, a decrease of $23.5 million, or (11.4)%. The decline resulted primarily from a decrease in table wine sales, a decrease in sparkling wine sales as Third Quarter 2000 included the impact of sales associated with Millennium activities, and a decrease in grape juice concentrate and bulk wine sales. These decreases were partially offset by increases in sales of Arbor Mist and Paul Masson Grande Amber.

Barton

Net sales for Barton for Third Quarter 2001 increased to $242.4 million from $214.7 million for Third Quarter 2000, an increase of $27.7 million, or 12.9%. This increase resulted primarily from volume growth in the Mexican beer portfolio. Spirits sales decreased slightly due to the loss of contract production sales. Excluding contract production sales, branded spirits sales increased 5.8% primarily as a result of price increases on tequila products.

Matthew Clark

Net sales for Matthew Clark for Third Quarter 2001 decreased to $180.1 million from $205.2 million for Third Quarter 2000, a decrease of $25.1 million, or (12.2)%. This decrease resulted primarily from an adverse foreign currency impact of $24.7 million. On a local currency basis, net sales were virtually unchanged with an increase in branded table wine sales, an increase in packaged cider sales, and wholesale sales from the recent Forth Wines acquisition being offset by decreases in draft cider and private label cider sales.

Franciscan

Net sales for Franciscan for Third Quarter 2001 increased to $27.8 million from $27.5 million for Third Quarter 2000, an increase of $0.3 million, or 1.3%. This increase resulted primarily from selling price increases more than offsetting a volume decline of 11.3% when compared to the prior year, as Third Quarter 2000 included the impact of sales associated with Millennium activities.

GROSS PROFIT

The Company's gross profit decreased to $208.1 million for Third Quarter 2001 from $209.7 million for Third Quarter 2000, a decrease of $1.6 million, or (0.8)%. The dollar decrease in gross profit resulted primarily from a decrease in Canandaigua Wine's net sales and an adverse foreign currency impact. These decreases were partially offset by volume growth in the Company's Mexican beer portfolio, selling price increases in the Franciscan fine wine portfolio and cost improvements in Matthew Clark's cider and wholesale businesses. As a percent of net sales, gross profit increased to 33.0% for Third Quarter 2001 from 32.1% in Third Quarter 2000, resulting primarily from selling price increases in the Franciscan fine wine portfolio and cost improvements in Matthew Clark's cider and wholesale businesses.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative expenses decreased to $122.8 million for Third Quarter 2001 from $132.3 million for Third Quarter 2000, a decrease of $9.5 million, or (7.2)%. The dollar decrease in selling, general and administrative expenses resulted primarily from a decrease in advertising and promotion expenses as Third Quarter 2000 included advertising and promotion expenses associated with Millennium activities. Selling, general and administrative expenses as a percent of net sales decreased to 19.5% for Third Quarter 2001 as compared to 20.3% for Third Quarter 2000. This decrease in percent of net sales resulted primarily from the decrease in advertising and promotion expenses.

OPERATING INCOME

The following table sets forth the operating income/(loss) (in thousands of dollars) by operating segment of the Company for Third Quarter 2001 and Third Quarter 2000.

	Third Quarter 2001 Compared to Third Quarter 2000		
	Operating Income/(Loss)		
	2001	2000	%Increase/ (Decrease)
Canandaigua Wine	$ 16,453	$ 18,850	(12.7)%
Barton	46,370	41,380	12.1 %
Matthew Clark	18,431	15,193	21.3 %
Franciscan	9,001	5,991	50.2 %
Corporate Operations and Other	(5,017)	(4,036)	24.3 %
Consolidated Operating Income	$ 85,238	$ 77,378	10.2 %

As a result of the above factors, consolidated operating income increased to $85.2 million for Third Quarter 2001 from $77.4 million for Third Quarter 2000, an increase of $7.9 million, or 10.2%.

INTEREST EXPENSE, NET

Net interest expense decreased to $27.0 million for Third Quarter 2001 from $27.5 million for Third Quarter 2000, a decrease of $0.6 million, or (2.0)%. The decrease resulted primarily from a decrease in average borrowings which was partially offset by an increase in the average interest rate.

NET INCOME

As a result of the above factors, net income increased to $35.0 million for Third Quarter 2001 from $29.9 million for Third Quarter 2000, an increase of $5.1 million, or 16.9%.

For financial analysis purposes only, the Company's earnings before interest, taxes, depreciation and amortization ("EBITDA") for Third Quarter 2001 were $104.3 million, an increase of $10.2 million over EBITDA of $94.1 million for Third Quarter 2000. EBITDA should not be construed as an alternative to operating income or net cash flow from operating activities and should not be construed as an indication of operating performance or as a measure of liquidity.

NINE MONTHS 2001 COMPARED TO NINE MONTHS 2000

NET SALES

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

	Nine Months 2001 Compared to Nine Months 2000		
	Net Sales		
	2001	2000	%Increase/ (Decrease)
Canandaigua Wine:			
Branded:			
External customers	$ 450,927	$ 472,087	(4.5)%
Intersegment	5,023	5,274	(4.8)%
Total Branded	455,950	477,361	(4.5)%
Other:			
External customers	46,632	63,081	(26.1)%
Intersegment	11,450	460	2,389.1 %
Total Other	58,082	63,541	(8.6)%
Canandaigua Wine net sales	$ 514,032	$ 540,902	(5.0)%
Barton:			
Beer	$ 538,585	$ 457,961	17.6 %
Spirits	224,203	207,697	7.9 %
Barton net sales	$ 762,788	$ 665,658	14.6 %
Matthew Clark:			
Branded:			
External customers	$ 224,734	$ 248,358	(9.5)%
Intersegment	604	53	1,039.6 %
Total Branded	225,338	248,411	(9.3)%
Wholesale	293,958	306,802	(4.2)%
Matthew Clark net sales	$ 519,296	$ 555,213	(6.5)%
Franciscan:			
External customers	$ 70,923	$ 44,610	59.0 %
Intersegment	177	-	N/A
Franciscan net sales	$ 71,100	$ 44,610	59.4 %
Corporate Operations and Other	$ 2,685	$ 4,122	(34.9)%
Intersegment eliminations	$ (17,254)	$ (5,787)	198.2 %
Consolidated Net Sales	$ 1,852,647	$ 1,804,718	2.7 %

Net sales for Nine Months 2001 increased to $1,852.6 million from $1,804.7 million for Nine Months 2000, an increase of $47.9 million, or 2.7%.

Canandaigua Wine

Net sales for Canandaigua Wine for Nine Months 2001 decreased to $514.0 million from $540.9 million for Nine Months 2000, a decrease of $26.9 million, or (5.0)%. The decline resulted primarily from a decrease in table wine sales, a decrease in sparkling wine sales as Third Quarter 2000 included the impact of sales associated with Millennium activities, and a decrease in grape juice concentrate sales. These decreases were partially offset by increases in sales of Paul Masson Grande Amber and Arbor Mist.

Barton

Net sales for Barton for Nine Months 2001 increased to $762.8 million from $665.7 million for Nine Months 2000, an increase of $97.1 million, or 14.6%. This increase resulted primarily from volume growth and selling price increases in the Mexican beer portfolio as well as from the inclusion of $11.3 million of incremental net sales during the first quarter of fiscal 2001 from the Canadian whisky brands acquired as part of the Black Velvet Assets acquisition, which was completed in April 1999.

Matthew Clark

Net sales for Matthew Clark for Nine Months 2001 decreased to $519.3 million from $555.2 million for Nine Months 2000, a decrease of $35.9 million, or (6.5)%. This decrease resulted primarily from an adverse foreign currency impact of $41.6 million. On a local currency basis, net sales increased 1.0% primarily due to an increase in wholesale sales, including sales from the recent Forth Wines acquisition, an increase in branded table wine sales, and an increase in packaged cider sales. These increases were virtually offset by decreases in draft cider and private label cider sales.

Franciscan

Net sales for Franciscan for Nine Months 2001 increased to $71.1 million from $44.6 million for Nine Months 2000, an increase of $26.5 million, or 59.4%. As the acquisition of Franciscan was completed in June 1999, this increase resulted primarily from the inclusion of $21.9 million of net sales from the first quarter of fiscal 2001 and from selling price increases instituted during the second quarter of fiscal 2001.

GROSS PROFIT

The Company's gross profit increased to $592.6 million for Nine Months 2001 from $554.9 million for Nine Months 2000, an increase of $37.6 million, or 6.8%. The dollar increase in gross profit was primarily related to volume growth and selling price increases in the Company's Mexican beer portfolio and sales from the acquisitions of Franciscan (completed in June 1999) and the Black Velvet Assets (completed in April 1999), partially offset by an adverse foreign currency impact. As a percent of net sales, gross profit increased to 32.0% for Nine Months 2001 from 30.7% for Nine Months 2000, resulting primarily from sales of higher-margin spirits and super-premium and ultra-premium wine acquired in the acquisitions of the Black Velvet Assets and Franciscan, respectively, and from improved margins resulting from selling price increases in the Company's imported beer business and the Franciscan fine wine portfolio, as well as cost improvements in Matthew Clark's cider and wholesale businesses.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative expenses increased to $379.2 million for Nine Months 2001 from $368.1 million for Nine Months 2000, an increase of $11.0 million, or 3.0%. The dollar increase in selling, general and administrative expenses resulted primarily from the inclusion of the Franciscan business and expenses related to the brands acquired in the Black Velvet Assets acquisition for a full nine months in fiscal 2001, and an increase in expenses in Corporate Operations. Selling, general and administrative expenses as a percent of net sales remained virtually unchanged at 20.5% for Nine Months 2001 as compared to 20.4% for Nine Months 2000.

NONRECURRING CHARGES

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

OPERATING INCOME

The following table sets forth the operating income/(loss) (in thousands of dollars) by operating segment of the Company for Nine Months 2001 and Nine Months 2000.

	Nine Months 2001 Compared to Nine Months 2000		
	Operating Income/(Loss)		
	2001	2000	%Increase/ (Decrease)
Canandaigua Wine	$ 34,849	$ 34,869	(0.1)%
Barton	135,818	114,839	18.3 %
Matthew Clark	41,027	34,503	18.9 %
Franciscan	18,659	7,562	146.7 %

Corporate Operations and Other	(16,947)	(10,476)	61.8 %
Consolidated Operating Income	$ 213,406	$ 181,297	17.7 %

As a result of the above factors, consolidated operating income increased to $213.4 million for Nine Months 2001 from $181.3 million for Nine Months 2000, an increase of $32.1 million, or 17.7%. Exclusive of the aforementioned $2.6 million in nonrecurring charges, operating income for the Canandaigua Wine operating segment decreased 6.9% in Nine Months 2001 from $37.4 million in Nine Months 2000. Operating income for the Matthew Clark operating segment, excluding the aforementioned nonrecurring charges of $2.9 million, increased 9.6% in Nine Months 2001 from $37.4 million in Nine Months 2000.

INTEREST EXPENSE, NET

Net interest expense increased to $81.8 million for Nine Months 2001 from $78.2 million for Nine Months 2000, an increase of $3.6 million, or 4.6%. The increase resulted primarily from an increase in the average interest rate on virtually unchanged average borrowings.

NET INCOME

As a result of the above factors, net income increased to $79.0 million for Nine Months 2001 from $61.8 million for Nine Months 2000, an increase of $17.1 million, or 27.7%.

For financial analysis purposes only, the Company's earnings before interest, taxes, depreciation and amortization ("EBITDA") for Nine Months 2001 were $268.5 million, an increase of $36.4 million over EBITDA of $232.1 million for Nine Months 2000. EBITDA should not be construed as an alternative to operating income or net cash flow from operating activities and should not be construed as an indication of operating performance or as a measure of liquidity.

FINANCIAL LIQUIDITY AND CAPITAL RESOURCES

GENERAL

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

NINE MONTHS 2001 CASH FLOWS

OPERATING ACTIVITIES

Net cash provided by operating activities for Nine Months 2001 was $16.1 million, which resulted from $136.6 million in net income adjusted for noncash items, less $120.5 million representing the net change in the Company's operating assets and liabilities. The net change in operating assets and liabilities resulted primarily from a seasonal increase in accounts receivable and inventories, partially offset by increases in accounts payable, accrued excise taxes, accrued income taxes, accrued advertising and promotion expenses, and accrued grape purchases.

INVESTING ACTIVITIES AND FINANCING ACTIVITIES

Net cash used in investing activities for Nine Months 2001 was $46.4 million, which resulted primarily from capital expenditures of $47.8 million.

Net cash used in financing activities for Nine Months 2001 was $0.6 million resulting primarily from principal payments of long-term debt of $221.6 million, which included $27.2 million of scheduled and required principal payments and $75.0 million of principal prepayments. This amount was partially offset by net proceeds of $118.2 million from the issuance of (pound)80.0 million of 8 1/2% Sterling Series C Senior Notes used to repay a portion of the Company's British pound sterling borrowings under its senior credit facility and proceeds from $94.2 million of net revolving loan borrowings under the senior credit facility.

DEBT

Total debt outstanding as of November 30, 2000, amounted to $1,282.5 million, a decrease of $35.4 million from February 29, 2000. The ratio of total debt to total capitalization decreased to 68.8% as of November 30, 2000, from 71.7% as of February 29, 2000.

SENIOR CREDIT FACILITY

As of November 30, 2000, under its senior credit facility, the Company had outstanding term loans of $337.1 million bearing a weighted average interest rate of 8.3%, $121.0 million of revolving loans bearing a weighted average interest rate of 7.9%, undrawn revolving letters of credit of $12.2 million, and $166.8 million in revolving loans available to be drawn.

SENIOR NOTES

As of November 30, 2000, the Company had outstanding $200.0 million aggregate principal amount of 8 5/8% Senior Notes due August 2006 (the "Senior Notes"). The Senior Notes are currently redeemable, in whole or in part, at the option of the Company.

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

In May 2000, the Company issued (pound)80.0 million (approximately $120.0 million upon issuance and $114.0 million as of November 30, 2000) aggregate principal amount of 8 1/2% Series C Senior Notes due November 2009 at an issuance price of (pound)79.6 million (approximately $119.4 million upon issuance, net of $0.6 million unamortized discount, and $113.5 million as of November 30, 2000, net of $0.5 million unamortized discount, with an effective rate of 8.6%) (the "Sterling Series C Senior Notes"). The net proceeds of the offering ((pound)78.8 million, or approximately $118.2 million) were used to repay a portion of the Company's British pound sterling borrowings under its senior credit facility. Interest on the Sterling Series C Senior Notes is payable semiannually on May 15 and November 15 of each year, beginning on November 15, 2000. The Sterling Series C Senior Notes are redeemable at the option of the Company, in whole or in part, at any time. The Sterling Series C Senior Notes are unsecured senior obligations and rank equally in right of payment to all existing and future unsecured senior indebtedness of the Company. The Sterling Series C Senior Notes are guaranteed, on a senior basis, by certain of the Company's significant operating subsidiaries.

In October 2000, the Company exchanged (pound)74.0 million aggregate principal amount of the Sterling Series B Senior Notes for Sterling Series C Senior Notes. The terms of the Sterling Series C Senior Notes are identical in all material respects to the Sterling Series B Senior Notes.

SENIOR SUBORDINATED NOTES

As of November 30, 2000, the Company had outstanding $195.0 million aggregate principal amount of 8 3/4% Senior Subordinated Notes due December 2003 (the "Original Notes"). The Original Notes are currently redeemable, in whole or in part, at the option of the Company.

Also, as of November 30, 2000, the Company had outstanding $200.0 million aggregate principal amount of 8 1/2% Senior Subordinated Notes due March 2009 (the "Senior Subordinated Notes"). The Senior Subordinated Notes are redeemable at the option of the Company, in whole or in part, at any time on or after March 1, 2004. The Company may also redeem up to $70.0 million of the Senior Subordinated Notes using the proceeds of certain equity offerings completed before March 1, 2002.

ACCOUNTING PRONOUNCEMENTS

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

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

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

EURO CONVERSION ISSUES

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information about market risks for the nine months ended November 30, 2000, does not differ materially from that discussed under Item 7A in the Company's Annual Report on Form 10-K for the fiscal year ended February 29, 2000.

PART II - OTHER INFORMATION

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At a Special Meeting of Stockholders of Constellation Brands, Inc. (f/k/a Canandaigua Brands, Inc.) held on September 18, 2000 (the "Special Meeting"), the holders of the Company's Class A Common Stock and the holders of the Company's Class B Common Stock, voting together as a single class, voted upon the proposal to amend and restate the Company's Restated Certificate of Incorporation to change the name of the Company to Constellation Brands, Inc.

Set forth below is the number of votes cast for, against or withheld, as well as the number of abstentions and broker nonvotes with respect to the proposal to change the name of the Company:

For:	43,064,153
Against:	165,731
Abstain:	50,272
Broker Nonvotes:	0

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) See Index to Exhibits located on Page 28 of this Report.

(b) The following Reports on Form 8-K were filed with the Securities and Exchange Commission during the quarter ended November 30, 2000:

(i) Form 8-K dated September 18, 2000. This Form 8-K reported information under Item 5 (Other Events).

(ii) Form 8-K dated September 27, 2000. This Form 8-K reported information under Item 5 (Other Events) and included (i) the Company's Condensed Consolidated Balance Sheets as of August 31, 2000 (unaudited) and February 29, 2000 (audited); (ii) the Company's Condensed Consolidated Statements of Income for the three months ended August 31, 2000 (unaudited) and August 31, 1999 (unaudited); and (iii) the Company's Condensed Consolidated Statements of Income for the six months ended August 31, 2000 (unaudited) and August 31, 1999 (unaudited).

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.

CONSTELLATION BRANDS, INC.

Dated: January 16, 2001 By: /s/ Thomas F. Howe

Thomas F. Howe, Vice President,
Corporate Reporting and Controller

Dated: January 16, 2001 By: /s/ Thomas S. Summer

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

SUBSIDIARIES

BATAVIA WINE CELLARS, INC.

Dated: January 16, 2001 By: /s/ Thomas F. Howe

Thomas F. Howe, Controller

Dated: January 16, 2001 By: /s/ Thomas S. Summer

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

CANANDAIGUA WINE COMPANY, INC.

Dated: January 16, 2001 By: /s/ Thomas F. Howe

Thomas F. Howe, Controller

Dated: January 16, 2001 By: /s/ Thomas S. Summer

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

CANANDAIGUA EUROPE LIMITED

Dated: January 16, 2001 By: /s/ Thomas F. Howe

Thomas F. Howe, Controller

Dated: January 16, 2001 By: /s/ Thomas S. Summer

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

CANANDAIGUA LIMITED

Dated: January 16, 2001 By: /s/ Thomas F. Howe

Thomas F. Howe, Authorized Officer

Dated: January 16, 2001 By: /s/ Thomas S. Summer

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

POLYPHENOLICS, INC.

Dated: January 16, 2001 By: /s/ Thomas F. Howe

Thomas F. Howe, Vice President and Controller

Dated: January 16, 2001 By: /s/ Thomas S. Summer

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

ROBERTS TRADING CORP.

Dated: January 16, 2001 By: /s/ Thomas F. Howe

Thomas F. Howe, Controller

Dated: January 16, 2001 By: /s/ Thomas S. Summer

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

CANANDAIGUA B.V.

Dated: January 16, 2001 By: /s/ Thomas S. Summer

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

FRANCISCAN VINEYARDS, INC.

Dated: January 16, 2001 By: /s/ Thomas F. Howe

Thomas F. Howe, Vice President and Controller

Dated: January 16, 2001 By: /s/ Thomas S. Summer

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

ALLBERRY, INC.

Dated: January 16, 2001 By: /s/ Thomas F. Howe

Thomas F. Howe, Vice President and Controller

Dated: January 16, 2001 By: /s/ Thomas S. Summer

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

CLOUD PEAK CORPORATION

Dated: January 16, 2001 By: /s/ Thomas F. Howe

Thomas F. Howe, Vice President and Controller

Dated: January 16, 2001 By: /s/ Thomas S. Summer

Thomas S. Summer, Vice President and

Treasurer (Principal Financial
Officer and Principal Accounting
Officer)

M.J. LEWIS CORP.

Dated: January 16, 2001 By: /s/ Thomas F. Howe

Thomas F. Howe, Vice President and
Controller

Dated: January 16, 2001 By: /s/ Thomas S. Summer

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

MT. VEEDER CORPORATION

Dated: January 16, 2001 By: /s/ Thomas F. Howe

Thomas F. Howe, Vice President and
Controller

Dated: January 16, 2001 By: /s/ Thomas S. Summer

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

BARTON INCORPORATED

Dated: January 16, 2001 By: /s/ Alexander L. Berk

Alexander L. Berk, President and
Chief Executive Officer

Dated: January 16, 2001 By: /s/ Thomas S. Summer

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

BARTON BRANDS, LTD.

Dated: January 16, 2001 By: /s/ Alexander L. Berk

Alexander L. Berk, Executive Vice
President

Dated: January 16, 2001 By: /s/ Thomas S. Summer

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

BARTON BEERS, LTD.

Dated: January 16, 2001 By: /s/ Alexander L. Berk

Alexander L. Berk, Executive Vice
President

Dated: January 16, 2001 By: /s/ Thomas S. Summer

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

BARTON BRANDS OF CALIFORNIA, INC.

Dated: January 16, 2001 By: /s/ Alexander L. Berk

Alexander L. Berk, President

Dated: January 16, 2001 By: /s/ Thomas S. Summer

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

BARTON BRANDS OF GEORGIA, INC.

Dated: January 16, 2001 By: /s/ Alexander L. Berk

Alexander L. Berk, President

Dated: January 16, 2001 By: /s/ Thomas S. Summer

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

BARTON CANADA, LTD.

Dated: January 16, 2001 By: /s/ Alexander L. Berk

Alexander L. Berk, President

Dated: January 16, 2001 By: /s/ Thomas S. Summer

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

BARTON DISTILLERS IMPORT CORP.

Dated: January 16, 2001 By: /s/ Alexander L. Berk

Alexander L. Berk, President

Dated: January 16, 2001 By: /s/ Thomas S. Summer

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

BARTON FINANCIAL CORPORATION

Dated: January 16, 2001 By: /s/ Troy J. Christensen

Troy J. Christensen, President and
Secretary

Dated: January 16, 2001 By: /s/ Thomas S. Summer

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

STEVENS POINT BEVERAGE CO.

Dated: January 16, 2001 By: /s/ Alexander L. Berk

Alexander L. Berk, Executive Vice
President

Dated: January 16, 2001 By: /s/ Thomas S. Summer

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

MONARCH IMPORT COMPANY

Dated: January 16, 2001 By: /s/ Alexander L. Berk

Alexander L. Berk, President

Dated: January 16, 2001 By: /s/ Thomas S. Summer

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

INDEX TO EXHIBITS

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

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

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

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

(3) ARTICLES OF INCORPORATION AND BY-LAWS.

3.1 Restated Certificate of Incorporation of the Company (filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 2000 and incorporated herein by reference).

3.2 By-Laws of the Company (filed as Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 2000 and incorporated herein by reference).

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

4.1 Supplemental Indenture No. 5, dated as of September 14, 2000, by and among the Company, as Issuer, its principal operating subsidiaries, as Guarantors, and The Bank of New York, as Trustee (filed as Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 2000 and incorporated herein by reference).

(10) MATERIAL CONTRACTS.

10.1 Supplemental Indenture No. 5, dated as of September 14, 2000, by and among the Company, as Issuer, its principal operating subsidiaries, as Guarantors, and The Bank of New York, as Trustee (filed as Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 2000 and incorporated herein by reference).

(11) STATEMENT RE COMPUTATION OF PER SHARE EARNINGS.

Computation of per share earnings (filed herewith).

(15) LETTER RE UNAUDITED INTERIM FINANCIAL INFORMATION.

Not applicable.

(18) LETTER RE CHANGE IN ACCOUNTING PRINCIPLES.

Not applicable.

(19) REPORT FURNISHED TO SECURITY HOLDERS.

Not applicable.

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

Not applicable.

(23) CONSENTS OF EXPERTS AND COUNSEL.

Not applicable.

(24) POWER OF ATTORNEY.

Not applicable.

(99) ADDITIONAL EXHIBITS.

Not applicable.

EXHIBIT 11

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

	For the Nine Months Ended November 30,			
	2000		1999	
	Basic	Diluted	Basic	Diluted
Income applicable to common shares	$78,965	$78,965	$61,847	$61,847
Shares:				
Weighted average common shares outstanding	18,308	18,308	18,023	18,023
Adjustments:				
Stock options	-	334	-	479
Adjusted weighted average common shares outstanding	18,308	18,642	18,023	18,502
Earnings per common share	$ 4.31	$ 4.24	$ 3.43	$ 3.34

	For the Three Months Ended November 30,			
	2000		1999	
	Basic	Diluted	Basic	Diluted
Income applicable to common shares	$34,953	$34,953	$29,900	$29,900
Shares:				
Weighted average common shares outstanding	18,394	18,394	18,083	18,083
Adjustments:				
Stock options	-	340	-	568
Adjusted weighted average common shares outstanding	18,394	18,734	18,083	18,651
Earnings per common share	$ 1.90	$ 1.87	$ 1.65	$ 1.60