

SPIRITS MARQUE ONE LLC  
Form POSASR  
November 20, 2007  
Table of Contents

As filed with the Securities and Exchange Commission on November 20, 2007

Registration No. 333-136379

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT

*UNDER*

*THE SECURITIES ACT OF 1933*

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## Constellation Brands, Inc.

and its subsidiary guarantors:

Delaware

16-0716709

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New York  
New York  
Delaware  
California  
California  
California  
Delaware

Constellation Wines U.S., Inc.  
Constellation Leasing, LLC  
Franciscan Vineyards, Inc.  
Allberry, Inc.  
Cloud Peak Corporation  
Mt. Veeder Corporation  
Barton Incorporated

16-1462887  
56-2596168  
94-2602962  
68-0324763  
68-0324762  
94-2862667  
36-3500366

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|                                 |                                     |                     |
|---------------------------------|-------------------------------------|---------------------|
| 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          |
| Illinois                        | Barton Canada, Ltd.                 | 36-4283446          |
| Wisconsin                       | Barton Beers of Wisconsin, Ltd.     | 39-0638900          |
| New York                        | Constellation Trading Company, Inc. | 77-0644374          |
| California                      | The Robert Mondavi Corporation      | 94-2765451          |
| California                      | R.M.E., Inc.                        | 94-2456957          |
| California                      | Robert Mondavi Winery               | 94-1628339          |
| California                      | Robert Mondavi Investments          | 68-0248575          |
| California                      | Robert Mondavi Affiliates           | 68-0248574          |
| California                      | Robert Mondavi Properties, Inc.     | 94-2750477          |
| Delaware                        | Vincor Finance, LLC                 | Not Applicable      |
| Nevada                          | Vincor International Partnership    | 94-3374780          |
| Delaware                        | Vincor International II, LLC        | 20-1723872          |
| Delaware                        | Vincor Holdings, Inc.               | 98-0231249          |
| California                      | R.H. Phillips, Inc.                 | 68-0313739          |
| Washington                      | The Hogue Cellars, Ltd.             | 91-1204814          |
| Delaware                        | Barton SMO Holdings LLC             | 71-1025685          |
| New York                        | ALCOFI INC.                         | 13-4103237          |
| Delaware                        | Spirits Marque One LLC              | 13-4033806          |
| (State or other jurisdiction of | (Exact name of registrant           | (I.R.S. Employer    |
| incorporation or organization)  | as specified in its charter)        | Identification No.) |

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370 Woodcliff Drive, Suite 300

Fairport, New York 14450

585-218-3600

(Address, including zip code, and telephone number, including area code, of registrants principal executive offices)

**Table of Contents**

**Thomas J. Mullin, Esq.**

**Executive Vice President and General Counsel**

**Constellation Brands, Inc.**

**370 Woodcliff Drive, Suite 300**

**Fairport, New York 14450**

**585-218-3650**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copy to:*

**Bernard S. Kramer, Esq.**

**McDermott Will & Emery LLP**

**227 West Monroe Street**

**Chicago, Illinois 60606-5096**

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**Approximate date of commencement of proposed sale of securities to the public:** From time to time after the effective date of this registration statement as determined by the Registrant.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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**CALCULATION OF REGISTRATION FEE**

| Title of each class of securities to be  | Amount to be registered/                                       |
|--|--|
| registered   | Proposed maximum offering price per unit/                      |
| Debt Securities, Guarantees of Debt Securities <sup>(1)</sup> , Preferred Stock, Depository Shares representing Preferred Stock and Class A Common Stock | Proposed maximum offering price/<br>Amount of registration fee |
|  | (2)  |

- (1) No separate consideration will be received for the guarantees of the debt securities.
- (2) An indeterminate aggregate initial offering price and amount or number of the securities of each identified class is being registered as may from time to time be sold at indeterminate prices. Separate consideration may or may not be received for securities that are issuable on exercise, conversion or exchange of other securities or that are issued in units or represented by depository shares. In accordance with Rules 456(b) and 457(r), upon the initial filing of the Registration Statement (the Registration Statement ) amended by this post-effective amendment, the Registrant deferred payment of all of the registration fee, except for \$57,228.48 that had previously been paid with respect to \$707,396,875 aggregate initial offering price of securities that were previously registered pursuant to Registration Statement No. 333-110718 and were not sold thereunder and \$10,650.80 that had previously been paid with respect to \$42,603,125 aggregate initial offering price of securities that were previously registered pursuant to Registration Statement No. 333-63480 and were not sold thereunder. All of such previously paid amounts plus an additional \$7,020.72 paid were applied to an offering under the Registration Statement by prospectus dated August 8, 2006 and prospectus supplement thereto dated August 10, 2006. In accordance with Rules 456(b) and 457(r), the Registrant is deferring payment of further registration fees.

**Table of Contents**

**EXPLANATORY NOTE**

This registration statement is a post-effective amendment to the registration statement on Form S-3 of Constellation Brands, Inc. (File No. 333-136379) (the Registration Statement ). This post-effective amendment includes in the Registration Statement additional potential subsidiary guarantors as co-registrants and contains a revised base prospectus to be used by Constellation Brands, Inc. in connection with offerings of the securities covered by the Registration Statement. This post-effective amendment also reflects the removal from the Registration Statement of Constellation Aviation, Inc. (which was merged into co-registrant Constellation Leasing LLC) and Monarch Import Company (which has been dissolved) as co-registrants.

**Table of Contents**

**PROSPECTUS**

**Constellation Brands, Inc.**  
**Debt Securities, Preferred Stock, Depositary Shares**  
**Representing Preferred Stock and Class A Common Stock**

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We may sell from time to time:

our debt securities;

shares of our preferred stock, which may be represented by depositary shares;

shares of our Class A common stock; or

any combination of the foregoing.

The debt securities may be guaranteed by our subsidiaries identified in this prospectus.

We will provide specific terms of the securities which we may offer in supplements to this prospectus or a term sheet. You should read this prospectus and any prospectus supplement or term sheet carefully before you invest. Securities may be sold for U.S. dollars, foreign currency or currency units.

Our Class A common stock is listed on the New York Stock Exchange under the symbol `STZ`.

**Investing in our securities involves certain risks. See Risk Factors on page 1 of this prospectus.**

We may offer and sell these securities to or through one or more underwriters, dealers or agents, or directly to investors, on a continuous or delayed basis.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

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The date of this prospectus is November 20, 2007.

**Table of Contents****TABLE OF CONTENTS**

|  | <b>Page</b> |
|--|-------------|
| <u>About This Prospectus</u>   | ii          |
| <u>Where You Can Find More Information</u>   | ii          |
| <u>Information Regarding Forward-looking Statements</u>  | iii         |
| <u>Constellation Brands, Inc.</u>  | 1           |
| <u>The Guarantors</u>  | 1           |
| <u>Risk Factors</u>  | 1           |
| <u>Use of Proceeds</u>   | 1           |
| <u>Dividend Policy</u>   | 2           |
| <u>Ratio of Earnings to Fixed Charges and Earnings to Combined Fixed Charges and Preferred Stock Dividends</u> | 2           |
| <u>Description of Debt Securities</u>  | 2           |
| <u>Description of Preferred Stock</u>  | 8           |
| <u>Description of Depositary Shares</u>  | 9           |
| <u>Description of Common Stock</u>   | 12          |
| <u>Plan of Distribution</u>  | 14          |
| <u>Legal Opinions</u>  | 15          |
| <u>Experts</u>   | 15          |

**ABOUT THIS PROSPECTUS**

This prospectus is part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission using a shelf registration process. Under this process, we may sell any combination of the securities described in this prospectus in one or more offerings. This prospectus provides you with a general description of the securities we may offer. Each time we offer to sell securities, we will provide a supplement to this prospectus or a term sheet that will contain specific information about the terms of that offering. The prospectus supplement or term sheet may also add, update, or change information contained in this prospectus. You should read both this prospectus and any prospectus supplement or term sheet together with the additional information described under the heading Where You Can Find More Information, below.

**WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy reports, statements or other information at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. Our SEC filings are also available to the public from commercial document retrieval services and at the website maintained by the SEC at <http://www.sec.gov>.

As noted above, we have filed with the SEC a registration statement on Form S-3 to register the securities. This prospectus is part of that registration statement and, as permitted by the SEC's rules, does not contain all the information set forth in the registration statement. For further information you may refer to the registration statement and to the exhibits and schedules filed as part of the registration statement. You can review and copy

**Table of Contents**

the registration statement and its exhibits and schedules at the public reference facilities maintained by the SEC as described above. The registration statement, including its exhibits and schedules, is also available on the SEC's website.

The SEC allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring you to certain of those documents. The information incorporated by reference is considered to be part of this prospectus, and the information that we file with the SEC after the date of this prospectus will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, until we sell all of the securities:

Annual Report on Form 10-K for the fiscal year ended February 28, 2007;

Quarterly Reports on Form 10-Q for the quarters ended May 31, 2007 and August 31, 2007;

Current Reports on Form 8-K filed on April 9, 2007 (two filings; in each case, Item 5.02 only), April 23, 2007, May 2, 2007, May 7, 2007 (Item 1.01 only), May 11, 2007 (Item 5.02 only), May 14, 2007, June 28, 2007 (of two filed that date, the report regarding appointment of a new chief executive officer and only Item 5.02 thereof), July 31, 2007, October 4, 2007 (of two filed that date, the report regarding the appointment of a new director and only Item 5.02 thereof and Exhibit 99.1 thereto); November 14, 2007 (two filings; Item 1.01 and Exhibit 2.1 thereto and Item 2.05 only); and November 20, 2007;

Definitive proxy statement for special meeting of stockholders to be held December 6, 2007, filed with the SEC on November 1, 2007; and

The description of our Class A common stock, par value \$.01 per share, and Class B common stock, par value \$.01 per share, contained in Item 1 of our registration statement on Form 8-A filed on October 4, 1999.

You may request a copy of these filings, except exhibits to such documents unless those exhibits are specifically incorporated by reference into this prospectus, at no cost, by writing or telephoning us at: Constellation Brands, Inc., Attention: David S. Sorce, Secretary, 370 Woodcliff Drive, Suite 300, Fairport, New York 14450; telephone number 585-218-3600.

You should rely only on the information incorporated by reference or provided in this prospectus or any prospectus supplement or term sheet. We have not authorized anyone else to provide you with different or additional information. You should not assume that the information in this prospectus or any prospectus supplement or term sheet is accurate as of any date other than the date on the front of those documents.

**INFORMATION REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus, any prospectus supplement or term sheet, and the documents we have incorporated by reference into this prospectus may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond our control, that could cause actual results to differ materially from those set forth in, or implied by, our forward-looking statements. All statements other than statements of historical facts included in this prospectus and elsewhere regarding our business strategy, future operations, financial position, estimated revenues, projected costs, prospects, plans and objectives of management, as well as information concerning expected actions of third parties, are forward-looking statements. These forward-looking statements are identifiable by our use of such words as anticipate, intend, estimate, expect, project and similar expressions, although not all forward-looking statements contain such identifying words. All forward-looking statements speak only as of the date on which we make it. We do not



**Table of Contents**

undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. Important factors that could cause our actual results to differ materially from our expectations, or cautionary statements, are disclosed in this prospectus, any prospectus supplement or term sheet and the documents incorporated by reference, including the Risk Factors section included in our filings with the SEC. The cautionary statements qualify all forward-looking statements attributable to us or persons acting on our behalf.

**Table of Contents**

**CONSTELLATION BRANDS, INC.**

Constellation Brands, Inc. is a leading international producer and marketer of beverage alcohol with a broad portfolio of brands across the wine, spirits and imported beer categories. We have the largest wine business in the world and have a leading market position in each of our core markets, which include the United States, Canada, United Kingdom, Australia and New Zealand. In the U.S., we are the largest multi-category (wine, spirits and imported beer) supplier of beverage alcohol. Our strong market positions make us a supplier of choice to our customers who include wholesale distributors, retailers, on-premise locations and government alcohol beverage control agencies.

Since our founding in 1945 as a producer and marketer of wine products, we have grown through a combination of internal growth and acquisitions. Our internal growth has been driven by leveraging our existing portfolio of leading brands, developing new products, new packaging and line extensions, and focusing on the faster growing sectors of the beverage alcohol industry. We conduct our business through entities we wholly own as well as a variety of joint ventures with various other entities, both within and outside the U.S.

**THE GUARANTORS**

The guarantors of the debt securities may include the following companies, each of which is a direct or indirect subsidiary of Constellation Brands, Inc.: ALCOFI INC., Allberry, Inc., Barton Beers, Ltd., Barton Beers of Wisconsin, Ltd., Barton Brands of California, Inc., Barton Brands of Georgia, Inc., Barton Brands, Ltd., Barton Canada, Ltd., Barton Distillers Import Corp., Barton Financial Corporation, Barton Incorporated, Barton SMO Holdings LLC, Cloud Peak Corporation, Constellation Leasing, LLC, Constellation Trading Company, Inc., Constellation Wines U.S., Inc., Franciscan Vineyards, Inc., The Hogue Cellars, Ltd., Mt. Veeder Corporation, The Robert Mondavi Corporation, R.H. Phillips, Inc., R.M.E., Inc., Robert Mondavi Winery, Robert Mondavi Investments, Robert Mondavi Affiliates d/b/a Vichon Winery, Robert Mondavi Properties, Inc., Spirits Marque One LLC, Vincor Finance, LLC, Vincor International Partnership, Vincor International II, LLC, and Vincor Holdings, Inc.

If so provided in a prospectus supplement or term sheet, each of the guarantors will fully and unconditionally guarantee on a joint and several basis our obligations under the debt securities, subject to certain limitations.

**RISK FACTORS**

Investing in our securities involves certain risks. You are urged to read and consider risk factors relating to an investment in our securities as described from time to time in our Annual Reports on Form 10-K, as may be updated from time to time in our Quarterly Reports on Form 10-Q filed with the SEC, each as incorporated by reference in this prospectus. Before making an investment decision, you should carefully consider these risks as well as other information we include or incorporate by reference in this prospectus. The risks and uncertainties we have described are not the only ones we face. The prospectus supplement applicable to each type or series of securities we offer will contain a discussion of additional risks applicable to an investment in us and the particular type of securities we are offering under that prospectus supplement.

**USE OF PROCEEDS**

Except as we may otherwise set forth in a prospectus supplement, we will use the net proceeds from the sale of the securities offered by this prospectus for general corporate purposes, including, but not limited to, repayment or refinancing of borrowings, working capital, capital expenditures and acquisitions. Pending the application of the proceeds, we will invest the proceeds in certificates of deposit, U.S. government securities or other interest bearing securities.

**Table of Contents****DIVIDEND POLICY**

We have not paid any cash dividends on our common stock since our initial public offering in 1973. We currently intend to retain all of our earnings to finance the development and expansion of our business. In addition, under the terms of our senior credit facility, we are currently constrained from paying cash dividends on our common stock. Also, the indentures for our outstanding senior notes and senior subordinated notes may restrict the payment of cash dividends on our common stock under certain circumstances. Any indentures for debt securities issued in the future, the terms of any preferred stock issued in the future and any credit agreements entered into in the future may also restrict or prohibit the payment of cash dividends on our common stock.

**RATIO OF EARNINGS TO FIXED CHARGES AND EARNINGS****TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS**

The following table sets forth our historical ratio of earnings to fixed charges and our historical ratio of earnings to combined fixed charges and preferred stock dividends for the periods indicated. For the purpose of calculating the ratio of earnings to fixed charges, earnings represent income before provision for income taxes (adjusted, as appropriate, for equity in earnings of equity method investees) plus fixed charges less interest capitalized. Fixed charges consist of interest expensed and capitalized, amortization of debt issuance costs, amortization of discount on debt, and the portion of rental expense which management believes is representative of the interest component of lease expense. Preferred stock dividends consist of income before taxes that was required to pay the dividends on our previously outstanding Series A mandatory convertible preferred stock. Ratios of earnings to combined fixed charges and preferred stock dividends are computed by dividing earnings by the sum of fixed charges and preferred stock dividends. On September 1, 2006, all outstanding shares of the Series A mandatory convertible preferred stock converted into shares of Class A common stock.

|   | For the Six Months Ended |      | For the Fiscal Years Ended |      |      | For the Fiscal       | For the Fiscal       |
|---|--------------------------|------|----------------------------|------|------|----------------------|----------------------|
|   | August 31,               |      | February 28,               |      |      | Year Ended           | Year Ended           |
|   | 2007                     | 2006 | 2007                       | 2006 | 2005 | February 29,<br>2004 | February 28,<br>2003 |
| Ratio of Earnings to Fixed Charges  | 2.0x                     | 3.0x | 2.8x                       | 3.3x | 3.8x | 3.0x                 | 4.0x                 |
| Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends | 2.0x                     | 2.8x | 2.8x                       | 3.1x | 3.5x | 2.9x                 | 4.0x                 |

**DESCRIPTION OF DEBT SECURITIES**

We may offer debt securities under this prospectus, any of which may be issued as convertible or exchangeable debt securities. The following description of the terms of the debt securities sets forth certain general terms and provisions of the debt securities to which any prospectus supplement or term sheet may relate. We will set forth the particular terms of the debt securities we offer in a prospectus supplement or term sheet. The extent, if any, to which the following general provisions apply to particular debt securities will be described in the applicable prospectus supplement or term sheet. The following description of general terms relating to the debt securities and the indenture under which the debt securities will be issued are summaries only and therefore are not complete. You should read the indenture and the prospectus supplement or term sheet regarding any particular issuance of debt securities. If there are differences between the applicable prospectus supplement or term sheet and this prospectus, the prospectus supplement or term sheet will control.

The debt securities will represent our unsecured general obligations, unless otherwise provided in the prospectus supplement or term sheet. If so provided in a prospectus supplement or term sheet, the debt securities



## **Table of Contents**

will have the benefit of the guarantees from the guarantors. Our subsidiaries are separate and distinct legal entities and have no obligation, contingent or otherwise, to pay any amounts due pursuant to the debt securities or to make any funds available therefor, whether by dividends, loans or other payments, other than as expressly provided in the guarantees.

Our ability to service our indebtedness, including the debt securities, is dependent primarily upon the receipt of funds from our subsidiaries. The payment of dividends or the making of loans and advances to us by our subsidiaries may be subject to contractual, statutory and regulatory restrictions, and are contingent upon the earnings of those subsidiaries and are subject to various business considerations. Further, any right we may have to receive assets of any of our subsidiaries upon liquidation or recapitalization of any such subsidiaries (and the consequent right of the holders of debt securities to participate in those assets) will be subject to the claims of our subsidiaries' creditors. Even in the event that we are recognized as a creditor of a subsidiary, our claims would still be subject to any security interest in the assets of such subsidiary and any indebtedness of such subsidiary senior to our claim.

The debt securities will be issued under an indenture that will be entered into with the guarantors and the trustee. The indenture will be subject to, and governed by, the Trust Indenture Act of 1939.

Except to the extent described in a prospectus supplement or term sheet, the indenture will not contain any covenants or restrictions that afford holders of the debt securities special protection in the event of a change of control or highly leveraged transaction.

The following is a summary of certain provisions of the debt securities that may be issued under the indenture, and is not complete. A description of such debt securities shall be contained in a prospectus supplement or term sheet. You should carefully read the provisions of particular debt securities we may issue and the indenture under which the debt securities are issued, including the definitions in those documents of certain terms and of those terms made a part of those documents by the Trust Indenture Act.

### **General**

The indenture will not limit the aggregate principal amount of debt securities which may be issued under it and provides that debt securities may be issued in one or more series, in such form or forms, with such terms and up to the aggregate principal amount that we may authorize from time to time. The particular terms of the debt securities offered pursuant to any prospectus supplement or term sheet will be described in the prospectus supplement or term sheet. All debt securities of one series need not be issued at the same time and, unless otherwise provided, a series may be reopened, without the consent of any holder, for issuances of additional debt securities of that series.

Unless otherwise provided in the prospectus supplement or term sheet, debt securities may be presented for registration of transfer and exchange and for payment or, if applicable, for conversion or exchange at the office of the trustee.

The applicable prospectus supplement or term sheet will describe the following terms of any debt securities in respect of which this prospectus is being delivered (to the extent applicable to the debt securities):

- (1) the title and designation of the debt securities of the series, and whether the debt securities are senior debt securities, senior subordinated debt securities or subordinated debt securities and, if senior subordinated or subordinated debt securities, the specific subordination provisions applicable thereto;
- (2) the total principal amount of the debt securities of the series and any limit on the total principal amount;
- (3) the price at which we will issue the debt securities of the series;

**Table of Contents**

- (4) the terms, if any, by which holders may convert the debt securities of the series into or for our common stock or other of our securities or property;
- (5) if the debt securities of the series are convertible, any limitations on the ownership or transferability of the securities or property into which holders may convert the debt securities;
- (6) the date or dates, or the method for determining the date or dates, on which we will be obligated to pay the principal of the debt securities of the series and the amount of principal we will be obligated to pay;
- (7) the rate or rates, which may be fixed or variable, at which the debt securities of the series will bear interest, if any, or the method by which the rate or rates will be determined;
- (8) the date or dates, or the method for determining the date or dates, from which any interest will accrue on the debt securities of the series, the dates on which we will be obligated to pay any such interest, the regular record dates if any, for the interest payments, or the method by which the dates shall be determined, the persons to whom we will be obligated to pay interest;
- (9) the place or places where the principal of, and any premium, interest or other amounts payable (if any) on, the debt securities of the series will be payable or where the holders of the debt securities may surrender debt securities for conversion or transfer;
- (10) any provisions relating to the issuance of the debt securities at an original issue discount;
- (11) the period or periods during which, the price or prices (including any premium or other amount) at which, the currency or currencies in which, and the other terms and conditions upon which, we may redeem the debt securities of the series, at our option, if we have such an option;
- (12) our obligations (if any) to redeem, repay or purchase debt securities pursuant to any sinking fund or analogous provision or at the option of a holder of debt securities, and the price or prices at which, the period or periods within which and the terms and conditions upon which we will redeem, repay or purchase all or a portion of the debt securities of the series pursuant to that obligation;
- (13) if other than denominations of \$1,000 and any integral multiple thereof, the denominations in which the debt securities shall be issuable;
- (14) any events of default in lieu of or in addition to those described in this prospectus and remedies relating to such events of default;
- (15) if other than the trustee, the identity of each security registrar, transfer agent, paying agent or other agent for debt securities of the series;
- (16) the currency or currencies in which we will sell the debt securities and in which principal of, and any premium, or interest or other amounts payable (if any) on, the debt securities of the series will be denominated and payable;
- (17) whether the amount of payment of principal of, and any premium, or interest or other amounts payable (if any) on, the debt securities of the series may be determined with reference to an index, formula or other method and the manner in which the amounts will be determined;
- (18) whether and under what circumstances we will pay any additional amounts on the debt securities to any holder who is not a U.S. person in respect of any tax, assessment or governmental charge withheld or deducted and, if we will pay additional amounts, whether we will have the option, and on what terms to redeem the debt securities instead of paying the additional amounts;
- (19) if receipt of certain certificates or other documents or satisfaction of other conditions will be necessary for any purpose, including, without limitation, as a condition to the issuance of the debt securities in definitive form (whether upon original issue or upon exchange of a temporary debt security), the form and terms of such certificates, documents or conditions;
- (20) any other affirmative or negative covenant included for the benefit of the debt securities of the series;

**Table of Contents**

(21) whether the debt securities will be issued in whole or in part in the form of one or more global securities and, in such case, the depository for such a global security and the circumstances under which any global security may be exchanged for debt securities registered in the name of, and under which any transfer of such global security may be registered in the name of, any person other than the depository;

(22) whether the debt securities are defeasible;

(23) whether and the extent that the debt securities shall be guaranteed by the guarantors, the ranking of such guarantee, the terms of such subordination, if applicable, of any such guarantee and the form of any such guarantee;

(24) if other than the principal amount thereof, the portion of the principal amount of the debt securities of the series which shall be payable upon declaration of acceleration of the maturity thereof pursuant to an event of default or provable in bankruptcy, or, if applicable, which is convertible;

(25) any proposed listing of the debt securities of the series on any securities exchange; and

(26) any other specific terms of the debt securities.

Unless otherwise indicated in the prospectus supplement or term sheet relating to the debt securities, principal of and any premium or interest on the debt securities will be payable, and the debt securities will be exchangeable and transfers thereof will be registrable, at the office of the trustee at its principal office. However, at our option, payment of interest may be made by check mailed to the address of the person entitled thereto as it appears in the debt security register. Any payment of principal and any premium or interest required to be made on an interest payment date, redemption date or at maturity which is not a business day need not be made on such date, but may be made on the next succeeding business day with the same force and effect as if made on the applicable date, and no interest shall accrue for the period from and after such date.

Unless otherwise indicated in the prospectus supplement or term sheet relating to debt securities, the debt securities will be issued only in fully registered form, without coupons, in denominations of \$1,000 or any integral multiple thereof. No service charge will be made for any transfer or exchange of the debt securities, but we may require payment of a sum sufficient to cover any tax or other governmental charge payable in connection with a transfer or exchange.

Debt securities may be issued under the indenture for federal income tax purposes as Original Issue Discount Securities (as defined below). Federal income tax consequences and other special considerations applicable to any such Original Issue Discount Securities (or other debt securities treated as issued at an original issue discount) will be described in the prospectus supplement relating to such securities. Original Issue Discount Security generally means any debt security that (i) is issued at a price lower than its principal amount (subject to a de minimus exception), (ii) does not require the payment of interest in cash or property (other than debt instruments of the issuer) at least annually throughout the term of the debt security or (iii) is issuable in exchange for property (including other debt instruments) and does not provide for adequate stated interest.

**Global Securities**

The debt securities of a series may be issued in the form of one or more global securities that will be deposited with a depository or its nominees identified in the prospectus supplement or term sheet relating to the debt securities. In such a case, one or more global securities will be issued in a denomination or aggregate denominations equal to the portion of the aggregate principal amount of outstanding debt securities of the series to be represented by such global security or securities.

No global security may be transferred except as a whole by a nominee of the depository for such global security to the depository or a nominee of the depository and except in the circumstances described in the prospectus supplement or term sheet relating to the debt securities. The specific terms of the depository arrangement with respect to a series of debt securities will be described in the prospectus supplement or term sheet relating to such series.

## **Table of Contents**

### **Guarantees**

In order to enable us to obtain more favorable interest rates and terms of payment of principal of, premiums (if any), other amounts (if any) and interest on the debt securities, the debt securities may (if so specified in the prospectus supplement or term sheet) be guaranteed, jointly and severally by all of the guarantors pursuant to guarantees. Guarantees will not be applicable to or guarantee our obligations with respect to the conversion of the debt securities into shares of our capital stock or other securities. Each guarantee will be an unsecured obligation of each guarantor issuing such guarantee unless otherwise provided in the prospectus supplement or term sheet. The ranking of a guarantee and the terms of the subordination, if any, will be set forth in the prospectus supplement or term sheet.

The indenture provides that, in the event any guarantee would constitute or result in a violation of any applicable fraudulent conveyance or similar law of any relevant jurisdiction, the liability of the guarantor under such guarantee will be reduced to the maximum amount (after giving effect to all other contingent and other liabilities of such guarantor) permissible under the applicable fraudulent conveyance or similar law.

### **Consolidation, Merger, Sale or Conveyance**

The indenture provides that we may consolidate with, or sell, convey or lease all or substantially all of our assets to, or merge with or into, any other corporation, if:

either we are the continuing corporation, or the successor corporation expressly assumes the due and punctual payment of the principal of and interest on all the debt securities outstanding under the indenture according to their tenor and the due and punctual performance and observance of all of the covenants and conditions of the indenture to be performed or observed by us; and

immediately after the merger or consolidation, or the sale, conveyance or lease, no event of default, and no event which, after notice or lapse of time or both, would become an event of default, shall have occurred and be continuing.

### **Modification of the Indenture**

We and the trustee may modify the indenture with respect to the debt securities of any series, with or without the consent of the holders of debt securities, under certain circumstances to be described in a prospectus supplement or term sheet.

### **Satisfaction and Discharge of Indenture**

We may terminate our obligations under the debt securities of any series, except for certain limited surviving obligations, if either all of the debt securities of such series have been delivered to the trustee for cancellation or the debt securities of such series mature within one year or may be called for redemption within one year and, among other things, we deposit with the trustee cash or appropriate government obligations sufficient for the payment of principal and interest on the debt securities of such series to maturity.

### **Defaults and Notice**

The debt securities will contain events of default to be specified in the applicable prospectus supplement or term sheet, including, without limitation:

failure to pay the principal of, or premium, if any, on any debt security of such series when due and payable (whether at maturity, by call for redemption, through any mandatory sinking fund, by redemption at the option of the holder, by declaration or acceleration or otherwise);



**Table of Contents**

failure to make a payment of any interest on any debt security of such series when due and payable, which failure shall have continued for a period of 30 days;

our, or any guarantor's, failure to perform or observe any other covenants or agreements in the indenture or in the debt securities of such series which failure shall have continued for a period of at least 90 days after written notice to us or the guarantors, as the case may be, by the trustee or to us and the trustee from the holders of not less than 25% of the aggregate principal amount of the then outstanding debt securities of such series;

certain events of bankruptcy, insolvency or reorganization of us; and

any guarantee of a guarantor that is a significant subsidiary in respect of such series of debt securities shall for any reason cease to be, or be asserted in writing by any guarantor thereof or us not to be, in full force and effect, and enforceable in accordance with its terms subject to certain exceptions.

If an event of default with respect to debt securities of any series shall occur and be continuing, the trustee or the holders of not less than 25% in aggregate principal amount of the then outstanding debt securities of such series may declare the principal amount (or, if the debt securities of such series are issued at an original issue discount, such portion of the principal amount as may be specified in the terms of the debt securities of such series) of all debt securities of such series or such other amount or amounts as the debt securities or supplemental indenture with respect to such series may provide, to be due and payable immediately.

The indenture will provide that, at any time after a declaration of acceleration with respect to the debt securities of any series as described in the preceding paragraph, the holders of a majority in principal amount of the then outstanding debt securities of such series may rescind and cancel such declaration and its consequences:

- (1) if the rescission would not conflict with any judgment or decree;
- (2) if all existing events of default with respect to the debt securities of such series have been cured or waived except nonpayment of principal or interest that has become due solely because of the acceleration;
- (3) to the extent the payment of such interest is lawful, if interest on overdue installments of interest and overdue principal, which has become due otherwise than by such declaration of acceleration, has been paid; and
- (4) if the Company has paid the trustee its reasonable compensation and reimbursed the trustee for its expenses, disbursements and advances.

No such rescission shall affect any subsequent default or event of default or impair any right consequent thereto.

The indenture provides that the trustee will, within 90 days after the occurrence of a default, give to holders of debt securities of any series notice of all uncured defaults with respect to such series known to it. However, in the case of a default that results from the failure to make any payment of the principal of, premium, if any, or interest on the debt securities of any series, or in the payment of any mandatory sinking fund installment with respect to debt securities of such series, the trustee may withhold such notice if it in good faith determines that the withholding of such notice is in the interest of the holders of debt securities of such series.

The indenture contains a provision entitling the trustee to be offered reasonable indemnity by holders of debt securities before proceeding to exercise any trust or power under the indenture at the request of such holders. The indenture provides that the holders of a majority in aggregate principal amount of the then outstanding debt securities of any series may direct the time, method and place of conducting any proceedings for any remedy available to the trustee, or of exercising any trust or power conferred upon the trustee with respect to the debt securities of such series. However, the trustee may decline to follow any such direction if, among other reasons, the trustee determines in good faith that the actions or proceedings as directed, would involve the trustee in personal liability or would be unduly prejudicial to the holders of the debt securities of such series not joining in such direction.

## **Table of Contents**

The right of a holder to institute a proceeding with respect to the indenture is subject to certain conditions including, that the holders of at least 25% in aggregate principal amount of the debt securities of such series then outstanding make a written request upon the trustee to exercise its power under the indenture, offered reasonable indemnity to the trustee and afford the trustee reasonable opportunity to act. Even so, the holder has an absolute right to receipt of the principal of, premium, if any, and interest when due, to require conversion of debt securities if the indenture provides for convertibility at the option of the holder and to institute suit for the enforcement of such rights.

### **Concerning the Trustee**

The prospectus supplement or term sheet with respect to particular debt securities will describe any relationship that we may have with the trustee for such debt securities.

### **Reports to Holders of Debt Securities**

We intend to furnish to holders of debt securities all quarterly and annual reports that we furnish to holders of our common stock, and file such additional information, documents and reports as may be required by the rules and regulations prescribed from time to time by the Securities and Exchange Commission.

## **DESCRIPTION OF PREFERRED STOCK**

Our board of directors is authorized to issue in one or more series, generally without stockholder approval, up to 1,000,000 shares of preferred stock. Undesignated shares of preferred stock can be issued with such designations, preferences, qualifications, privileges, limitations, restrictions, options, voting powers (full or limited), conversion or exchange rights and other special or relative rights as the board of directors shall from time to time fix by resolution. Thus, unless a specific stockholder approval requirement applies and subject to any statutory or contractual or other limitations as to class rights or other matters that might apply, our board of directors could authorize the issuance of preferred stock with voting, conversion and other rights that could dilute the voting power and other rights of holders of our common stock. The prospectus supplement or term sheet relating to a series of preferred stock will set forth the dividend, voting, conversion, exchange, repurchase and redemption rights, if applicable, the liquidation preference, and other specific terms of such series of preferred stock.

The description of certain provisions of the preferred stock set forth in any prospectus supplement or term sheet does not purport to be complete and is subject to and qualified in its entirety by reference to our certificate of incorporation and the certificate of designations relating to each series of preferred stock. The applicable prospectus supplement or term sheet will describe the specific terms of any series of preferred stock being offered which may include:

the specific designation, number of shares, seniority and purchase price;

any liquidation preference per share;

any date of maturity;

any redemption, repayment or sinking fund provisions;

any dividend rate or rates and the dates on which any such dividends will be payable (or the method by which such rates or dates will be determined);

any voting rights;

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if other than the currency of the United States, the currency or currencies (including composite currencies) in which such preferred stock is denominated and in which payments will or may be payable;

**Table of Contents**

the method by which amounts in respect of such series of preferred stock may be calculated and any commodities, currencies or indices, or value, rate or price, relevant to such calculation;

whether such series of preferred stock is convertible or exchangeable and, if so, the securities or rights into which it is convertible or exchangeable, and the terms and conditions upon which such conversions or exchanges will be effected;

the place or places where dividends and other payments on such series of preferred stock will be payable; and

any additional voting, dividend, liquidation, redemption and other rights, preferences, privileges, limitations and restrictions. As described under "Description of Depositary Shares" below, we may, at our option, elect to offer depositary shares evidenced by depositary receipts, each representing an interest (to be specified in the prospectus supplement or term sheet relating to the particular series of preferred stock) in a share of the particular series of preferred stock issued and deposited with a depositary.

All shares of preferred stock offered by this prospectus, or issuable upon conversion, exchange or exercise of securities, will, when issued, be validly issued and fully paid and non-assessable.

**DESCRIPTION OF DEPOSITARY SHARES**

We may offer fractional shares of preferred stock rather than full shares of preferred stock, and, in that event, will issue receipts for depositary shares. Each of these depositary shares will represent a fraction, which will be set forth in the applicable prospectus supplement or term sheet, of a share of the applicable series of preferred stock. The shares of any series of preferred stock underlying any depositary shares that we may sell under this prospectus will be deposited under a deposit agreement between us and a depositary selected by us. Subject to the terms of the deposit agreement, each holder of a depositary share will be entitled, in proportion to the applicable fraction of a share of the preferred stock underlying the depositary share, to all of the rights, preferences and privileges, and be subject to the qualifications and restrictions, of the preferred stock underlying that depositary share. The description set forth below and in any prospectus supplement or term sheet of certain provisions of the deposit agreement and of the depositary shares and depositary receipts is not complete. You should carefully review the prospectus supplement or term sheet and the form of deposit agreement and form of depositary receipts relating to each series of preferred stock.

**General**

We may, at our option, elect to have shares of any series of preferred stock be represented by depositary shares. The shares of any series of preferred stock underlying the depositary shares will be deposited under a separate deposit agreement that we will enter with a bank or trust company having its principal office in the United States and a combined capital and surplus of at least \$50,000,000. This bank or trust company will be considered the depositary. The prospectus supplement or term sheet relating to a series of depositary shares will set forth the name and address of the depositary. Subject to the terms of the deposit agreement, each owner of a depositary share will be entitled, in proportion to the applicable interest in the number of shares of such series of preferred stock underlying such depositary share, to all the rights and preferences of such series of preferred stock underlying such depositary share (including dividend, voting, redemption, conversion, exchange and liquidation rights).

The depositary shares will be evidenced by depositary receipts issued pursuant to the deposit agreement, each of which will represent the applicable interest in a number of shares of such series of preferred stock described in the applicable prospectus supplement or term sheet.

## **Table of Contents**

Unless otherwise specified in the prospectus supplement or term sheet, a holder of depositary shares is not entitled to receive the shares of such series of preferred stock underlying the depositary shares.

Pending the preparation of definitive depositary receipts, the depositary may, upon our written order, issue temporary depositary receipts substantially identical to the definitive depositary receipts. Definitive depositary receipts will thereafter be prepared without unreasonable delay.

## **Dividends and Other Distributions**

The depositary will distribute all cash dividends or other cash distributions received in respect of the applicable series of preferred stock to the record holders of depositary shares representing such preferred stock in proportion to the numbers of depositary shares owned by the holders on the relevant record date.

In the event of a distribution other than in cash, the depositary will distribute property received by it to the record holders of depositary shares entitled to such property, as nearly as practicable, in proportion to the number of depositary shares owned by the holder. However, if the depositary determines that it is not feasible to make such distribution, it may, with our approval, sell such property and distribute the net proceeds from such sale to the holders. The amounts distributed by the depositary may be reduced by any amount required to be withheld by us or the depositary on account of taxes.

The deposit agreement also contains provisions relating to the manner in which any subscription or similar rights we offer to holders of preferred stock shall be made available to holders of depositary shares.

## **Conversion and Exchange**

If any preferred stock underlying the depositary shares is subject to provisions relating to its conversion or exchange as set forth in the prospectus supplement or term sheet relating thereto, each record holder of depositary shares will have the right or obligation to convert or exchange such depositary shares pursuant to its terms.

## **Redemption of Depositary Shares**

If a series of preferred stock underlying the depositary shares is subject to redemption, the depositary shares will be redeemed from the proceeds received by the depositary resulting from the redemption, in whole or in part, of the series of preferred stock held by the depositary. The redemption price per depositary share will be equal to the aggregate redemption price payable with respect to the number of shares of such series of preferred stock underlying the depositary shares. Whenever we redeem a series of preferred stock from the depositary, the depositary will redeem as of the same redemption date a proportionate number of depositary shares representing the shares of such series of preferred stock that were redeemed. If less than all the depositary shares are to be redeemed, the depositary shares to be redeemed will be selected by lot or pro rata as we may determine.

After the date fixed for redemption, the depositary shares so called for redemption will no longer be deemed to be outstanding and all rights of the holders of the depositary shares will cease, except the right to receive the redemption price payable upon such redemption. Any funds we deposit with the depositary for any depositary shares which the holders fail to redeem will be returned to us after a period of two years from the date we deposit such funds.

## **Voting**

Upon receipt of notice of any meeting or action in lieu of any meeting at which the holders of any shares of a series of preferred stock underlying the depositary shares are entitled to vote, the depositary will mail the information contained in such notice to the record holders of the depositary shares relating to such shares of

## **Table of Contents**

preferred stock. Each record holder of such depositary shares on the record date (which will be the same date as the record date for such series of preferred stock) will be entitled to instruct the depositary as to the exercise of the voting rights pertaining to the number of shares of such series of preferred stock underlying such holder's depositary shares. The depositary will endeavor, as practicable, to vote the number of shares of such series of preferred stock underlying such depositary shares in accordance with such instructions, and we will agree to take all action which may be deemed necessary by the depositary in order to enable the depositary to do so. If the depositary does not receive instructions from the holders of depositary shares, the depositary will abstain from voting the preferred stock that underlies these depositary shares.

### **Amendment of the Deposit Agreement**

The form of depositary receipt evidencing the depositary shares and any provision of the deposit agreement may at any time be amended by agreement between us and the depositary. However, any amendment which materially and adversely alters the rights of the existing holders of depositary shares will not be effective unless such amendment has been approved by the holders of at least a majority of the depositary shares then outstanding.

### **Charges of Depositary**

We will pay all transfer and other taxes and governmental charges that arise solely from the existence of the depositary arrangements. We will pay charges of the depositary in connection with the initial deposit of the applicable series of preferred stock and any exchange or redemption of such series of preferred stock. Holders of depositary shares will pay all other transfer and other taxes and governmental charges, and, in addition, such other charges as are expressly provided in the deposit agreement to be for their accounts.

### **Miscellaneous**

We, or at our option, the depositary, will forward to the holders of depositary shares all of our reports and communications which we are required to furnish to the holders of the series preferred stock represented by the depositary receipts.

Neither we nor the depositary will be liable if we or the depositary is prevented or delayed by law or any circumstances beyond our or its control in performing our or its obligations under the deposit agreement. Our obligations and the depositary's obligations under the deposit agreement will be limited to performance in good faith and neither we nor the depositary will be obligated to prosecute or defend any legal proceeding in respect of any depositary share or preferred stock unless satisfactory indemnity has been furnished. Both we and the depositary may rely upon written advice of counsel or accountants, or information provided by persons presenting preferred stock for deposit, holders of depositary shares or other persons believed to be competent and on documents believed to be genuine.

### **Resignation and Removal of Depositary; Termination of the Deposit Agreement**

The depositary may resign at any time by delivering notice to us of its election to do so, and we may at any time remove the depositary. Any such resignation or removal will take effect upon the appointment of a successor depositary and its acceptance of such appointment. We will appoint a successor depositary within 60 days after delivery of the notice of resignation or removal. We may terminate the deposit agreement or it may be terminated by the depositary if a period of 90 days expires after the depositary has delivered written notice to us of its election to resign and we have not appointed a successor depositary. Upon termination of the deposit agreement, the depositary will discontinue the transfer of depositary receipts, will suspend the distribution of dividends to the holders of depositary receipts, and will not give any further notices (other than notice of such termination) or perform any further acts under the deposit agreement except that the depositary will continue to deliver the applicable series of preferred stock certificates, together with dividends and distributions and the net

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**Table of Contents**

proceeds of any sales of rights, preferences, privileges or other property in exchange for depositary receipts surrendered. Upon our request, the depositary will deliver to us all books, records, certificates evidencing the applicable series of preferred stock, depositary receipts and other documents relating to the subject matter of the deposit agreement.

**DESCRIPTION OF COMMON STOCK**

If we offer shares of Class A common stock, the prospectus supplement or term sheet will set forth the number of shares offered, the public offering price, information regarding our dividend history and Class A common stock prices as reflected on the New York Stock Exchange or other exchange that the Class A common stock is then listed, including a recent reported last sale price of the Class A common stock. Our authorized common stock currently consists of 345,000,000 shares, of which 315,000,000 shares are Class A common stock, par value \$.01 per share, and 30,000,000 shares are Class B common stock, par value \$.01 per share.

Our Board of Directors has approved, subject to the approval of our stockholders at a special meeting of stockholders scheduled for December 6, 2007 (the Special Meeting), an amended and restated certificate of incorporation of the Company (the Proposed Restatement). The Proposed Restatement, if approved, will create a new class of common stock consisting of 15,000,000 shares of Class 1 Common Stock, \$.01 par value per share. The Proposed Restatement also makes minor changes to the conversion mechanics relating to the Class B common stock to remove concepts that are inconsistent with the use of uncertificated shares. The Proposed Restatement will authorize 15,000,000 shares of Class 1 common stock, thereby increasing the Company's total authorized number of shares to 361,000,000 shares and its total authorized number of shares of common stock to 360,000,000 shares. If approved by our stockholders at the Special Meeting, the Proposed Restatement will become effective when it is filed with the Delaware Secretary of State. Our Board of Directors has reserved the ability to elect not to proceed with the Proposed Restatement even if the Proposed Restatement is approved by our stockholders.

***Description of Proposed Class 1 Common Stock***

The following descriptions of the proposed Class 1 common stock and certain provisions of the Proposed Restatement are summaries and are not complete. You should carefully review the provisions of the Proposed Restatement included as Attachment 1 to our definitive proxy statement for the Special Meeting, which is incorporated by reference into this prospectus.

The terms of the Class 1 common stock as proposed are generally comparable to the terms of the Class B common stock except that shares of Class 1 common stock do not generally have voting rights and the circumstances under which shares of Class 1 common stock are convertible into shares of Class A common stock is limited. Class 1 common stock will not have any preference as to dividends, but may participate in any dividend when and if declared by the Board of Directors. Cash dividends may be declared and paid with respect to Class A common stock without corresponding cash dividends being declared and paid with respect to Class 1 common stock, and if cash dividends are declared and paid on Class 1 common stock then cash dividends must be declared and paid on Class A common stock in an amount that is at least ten percent greater than the cash dividends declared and paid on Class 1 common stock. The cash dividends declared and paid on Class B common stock and Class 1 common stock must always be the same. Upon liquidation of the Company, holders of Class 1 common stock will share ratably on a per share basis in net assets to be distributed with respect to common stock together with holders of Class A common stock and Class B common stock.

Each holder of a share of Class 1 common stock may, without cost to such holder and at the holder's option, convert shares of Class 1 common stock into shares of Class A common stock on a one-for-one basis; provided such conversion is permitted only if the holder immediately sells the Class A common stock acquired upon conversion in a market transaction or to an unrelated party in a bona fide private sale. The Company does not

## **Table of Contents**

intend to list the Class 1 common stock on the New York Stock Exchange or any other exchange. A holder wishing to sell shares of Class 1 common stock may convert such shares of Class 1 common stock into shares of Class A common stock (which are currently listed on the New York Stock Exchange) immediately prior to a qualifying sale of the shares. The terms of the Class 1 common stock do not impose any transfer restrictions on shares of Class 1 common stock; however, shares of Class 1 common stock may be subject to restrictions on transfer imposed by applicable securities laws.

Holders of Class 1 common stock will not be entitled to vote except that such holders will be entitled to vote as a separate class on matters with respect to which a separate class vote of holders of Class 1 common stock is required by law and will be entitled to vote with respect to any increase or decrease in the number of shares of Class 1 common stock as a single class with the holders of Class A common stock and Class B common stock (in which case the holders of Class 1 common stock and Class A common stock will be entitled to one (1) vote per share and the holders of Class B common stock will be entitled to ten (10) votes per share). Holders of Class 1 common stock will not have preemptive rights to purchase shares of the Company's capital stock. Shares of Class 1 common stock are not redeemable, and there will be no sinking fund provisions for shares of Class 1 common stock.

### ***Description of Class A and Class B Common Stock***

All shares of Class A common stock and Class B common stock currently outstanding are, and the shares of Class A common stock offered by this prospectus will, when issued, be validly issued and fully paid and non-assessable, not subject to redemption and without preemptive or other rights to subscribe for or purchase any proportionate part of any new or additional issues of stock of any class or of securities convertible into stock of any class.

The following descriptions of our Class A common stock and certain provisions of our Restated Certificate of Incorporation and Amended and Restated By-Laws are summaries and are not complete and do not give effect to the Proposed Restatement. You should carefully review the provisions of our certificate of incorporation and by-laws and appropriate provisions of the Delaware General Corporation Law.

### **General**

The rights of holders of Class A common stock and Class B common stock are identical except for voting, dividends and conversion rights.

### **Voting**

Holders of Class A common stock are entitled to one vote per share and holders of Class B common stock are entitled to 10 votes per share. Holders of Class A common stock, voting as a class, are entitled to elect at least one fourth of the members of our board of directors to be elected at a meeting of stockholders. The holders of Class A common stock are entitled to elect the remaining directors voting together as a single class with holders of Class B common stock, provided that the holders of Class A common stock have one vote per share and the holders of Class B common stock have 10 votes per share. If the number of outstanding shares of Class B common stock increases to an amount equal to or more than 12 1/2% of the aggregate number of outstanding shares of Class A common stock and Class B common stock, the holders of Class A common stock, voting as a class, would be entitled to elect at least one fourth of the members of our board of directors to be elected at a meeting of stockholders and the holders of Class B common stock, voting as a class, would be entitled to elect the remaining directors.

On all other matters submitted to a vote of the stockholders, the holders of Class A common stock and Class B common stock vote together as a single class, except where a separate class vote is required under Delaware law.



## **Table of Contents**

### **Dividends**

If we pay a cash dividend on Class B common stock, each share of Class A common stock will receive an amount at least 10% greater than the amount of the cash dividend per share paid on Class B common stock. In addition, our board of directors may declare and pay a dividend on Class A common stock without paying any dividend on Class B common stock. Under the terms of our senior credit facility, we are currently constrained from paying cash dividends on our common stock. Also, the indentures for our outstanding senior notes and senior subordinated notes may restrict the payment of cash dividends on our common stock under certain circumstances. Any indentures for debt securities issued in the future, the terms of any preferred stock issued in the future and any credit agreements entered into in the future may also restrict or prohibit the payment of cash dividends on our common stock.

### **Conversion**

Each share of Class B common stock is convertible into one fully paid and non-assessable share of Class A common stock at the option of the holder at any time. The shares of Class A common stock are not convertible into or exchangeable for shares of Class B common stock or any of our other securities.

### **Other Provisions**

Holders of Class A common stock and Class B common stock are entitled to share pro rata in the distribution of our assets available for such purpose in the event of our liquidation, dissolution or winding up, after payment of, or provision for, creditors and distribution of, or provision for, preferential amounts and unpaid accumulated dividends to holders of preferred stock, if any. Holders of Class A common stock and Class B common stock have no preemptive rights to subscribe for any additional securities of any class which we may issue, and there are no redemption provisions or sinking fund provisions applicable to any such classes, nor is the Class A common stock and Class B common stock subject to calls or assessments.

### **Certain Statutory Provisions**

We are subject to Section 203 of the Delaware General Corporation Law. Section 203 prohibits a publicly held Delaware corporation from engaging in any business combination with any interested stockholder for a period of three years following the time that such person became an interested stockholder, unless

prior to the time of the business combination, the transaction is approved by the board of directors of the corporation;

upon consummation of the transaction which resulted in the stockholder becoming an interested stockholder, the interested stockholder owns at least 85% of the outstanding voting stock; or

at or subsequent to such time the business combination is approved by the board of directors and authorized at a meeting of the corporation's stockholders by the affirmative vote of at least  $\frac{66}{100}$  % of the outstanding voting stock that is not owned by the interested stockholder.

For purposes of Section 203, a business combination includes a merger, assets sale or other transaction resulting in a financial benefit to the interested stockholder, and an interested stockholder is a person who, together with affiliates and associates, owns (or within three years, did own) 15% or more of the corporation's voting stock.

## **PLAN OF DISTRIBUTION**

We may sell securities pursuant to this prospectus in any of four ways:

directly to purchasers;



**Table of Contents**

through agents;

through dealers; or

through one or more underwriters or a syndicate of underwriters in an underwritten offering.

With respect to each offering of securities pursuant to this prospectus, among other information, the following will be set forth in, or may be calculated from the information set forth in, the related prospectus supplement or term sheet:

the terms of any offering, including the name or names of any underwriters, dealers or agents, the purchase price of such series of debt securities and the proceeds to us from such sale;

any underwriting discounts, selling commissions and other items constituting underwriters', dealers' or agents' compensation;

any initial public offering price and any discounts or concessions allowed or reallocated or paid to dealers or agents; and

any securities exchanges on which the securities of the series may be listed.

**LEGAL OPINIONS**

The validity of the securities offered by this prospectus will be passed upon by McDermott Will & Emery LLP. Legal counsel to any underwriters may pass upon legal matters for such underwriters.

**EXPERTS**

The consolidated financial statements of Constellation Brands, Inc. as of February 28, 2007 and 2006, and for each of the years in the three-year period ended February 28, 2007, and management's assessment of the effectiveness of internal control over financial reporting as of February 28, 2007, have been incorporated herein by reference from Constellation Brands, Inc.'s Annual Report on Form 10-K for the fiscal year ended February 28, 2007 in reliance upon the reports, also incorporated by reference herein, of KPMG LLP, an independent registered public accounting firm, and upon the authority of said firm as experts in accounting and auditing.

The combined financial statements of Vincor International Partnership and subsidiaries and Vincor Finance, LLC as of and for the fiscal year ended March 26, 2006, have been incorporated herein by reference from Constellation Brands, Inc.'s Current Report on Form 8-K dated November 20, 2007 in reliance upon the report, also incorporated by reference herein, of KPMG LLP, an independent registered public accounting firm, and upon the authority of said firm as experts in accounting and auditing.

The consolidated financial statements of ALCOFI INC. and subsidiaries as of and for the fiscal year ended December 31, 2006, have been incorporated herein by reference from Constellation Brands, Inc.'s Current Report on Form 8-K dated November 20, 2007 in reliance upon the report, also incorporated by reference herein, of KPMG LLP, an independent registered public accounting firm, and upon the authority of said firm as experts in accounting and auditing.

**Table of Contents****PART II****INFORMATION NOT REQUIRED IN THE PROSPECTUS****ITEM 14. Other Expenses of Issuance and Distribution.**

The following table sets forth the estimated fees and expenses payable by the Company in connection with the issuance and distribution of the Securities being registered:

|                                  |    |    |
|----------------------------------|----|----|
| SEC registration fee             | \$ | *  |
| Printing expenses                |    | ** |
| Fees and expenses of counsel     |    | ** |
| Fees and expenses of accountants |    | ** |
| Trustees fees and expenses       |    | ** |
| Rating agency fees               |    | ** |
| Miscellaneous                    |    | ** |
| <br>                             |    |    |
| Total                            | \$ | ** |

\* The filing fee is to be deferred pursuant to Rule 456(b) and calculated in connection with the offering of securities under this registration statement pursuant to Rule 457(r).

\*\* These fees are calculated based on the securities offered and the number of issuances and accordingly cannot be estimated at this time.

**ITEM 15. Indemnification of Directors and Officers.**

The Delaware General Corporation Law (Section 102) allows a corporation to eliminate the personal liability of directors of a corporation to the corporation or to any of its stockholders for monetary damage for a breach of his/her fiduciary duty as a director, except in the case where the director breached his/her duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit. The Company's Restated Certificate of Incorporation contains a provision which eliminates directors' personal liability as set forth above.

The Delaware General Corporation Law (Section 145) gives Delaware corporations broad powers to indemnify their present and former directors and officers and those of affiliated corporations against expenses incurred in the defense of any lawsuit to which they are made parties by reason of being or having been such directors or officers, subject to specified conditions and exclusions; gives a director or officer who successfully defends an action the right to be so indemnified; and authorizes a corporation to buy directors' and officers' liability insurance. Such indemnification is not exclusive of any other right to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or otherwise.

The Company's Restated Certificate of Incorporation provides for indemnification to the fullest extent authorized by Section 145 of the Delaware General Corporation Law for directors, officers and employees of the Company and also to persons who are serving at the request of the Company as directors, officers or employees of other corporations (including subsidiaries); provided that, with respect to proceedings initiated by such indemnitee, indemnification shall be provided only if such proceedings were authorized by the Board of Directors. This right of indemnification is not exclusive of any other right which any person may acquire under any statute, bylaw, agreement, contract, vote of stockholders or otherwise.

The Company maintains a directors' and officers' liability insurance and corporate reimbursement policy insuring directors and officers against loss arising from claims made arising out of the performance of their duties.

**Table of Contents****ITEM 16. Exhibits**

| <b>Exhibit Number</b> | <b>Description of Exhibit</b>  |
|-----------------------|--|
| 1*                    | Form of Underwriting Agreement   |
| 4.1                   | Indenture among the Company, as issuer, certain principal subsidiaries, as Guarantors, and BNY Midwest Trust Company, as Trustee dated August 15, 2006 (filed as Exhibit 4.1 of the Company's current report on Form 8-K dated August 15, 2006, filed on August 18, 2006 and incorporated herein by reference).  |
| 4.2                   | Supplemental Indenture No. 1, dated as of August 15, 2006, among the Company, as Issuer, certain subsidiaries, as guarantors, and BNY Midwest Trust Company, as Trustee (filed as Exhibit 4.2 to the Company's Current Report on Form 8-K dated August 15, 2006, filed August 18, 2006 and incorporated herein by reference).  |
| 4.3                   | Supplemental Indenture No. 2, dated as of November 30, 2006, by and among the Company, Vincor International Partnership, Vincor International II, LLC, Vincor Holdings, Inc., R.H. Phillips, Inc., The Hogue Cellars, Ltd., Vincor Finance, LLC, and BNY Midwest Trust Company, as Trustee (filed as Exhibit 4.28 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 2006 and incorporated herein by reference). |
| 4.4                   | Supplemental Indenture No. 3, dated as of May 4, 2007, by and among the Company, Barton SMO Holdings LLC, ALCOFI INC., Spirits Marque One LLC and BNY Midwest Trust Company, as Trustee (filed as Exhibit 4.32 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended May 31, 2007 and incorporated herein by reference).   |
| 5**                   | Opinion of McDermott Will & Emery LLP  |
| 12***                 | Computation of Ratio of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Stock Dividends   |
| 23.1**                | Consent of McDermott Will & Emery LLP (included as part of Exhibit 5)  |
| 23.2***               | Consent of KPMG LLP  |
| 23.3***               | Consent of KPMG LLP  |
| 23.4***               | Consent of KPMG LLP  |
| 24.1***               | Powers of Attorney (included on the signature pages of this registration statement)  |
| 25***                 | Statement of Eligibility of Trustee on Form T-1 for the indenture filed as Exhibit 4.1 to this registration statement.   |

\* To be subsequently filed by amendment or as an exhibit to a Current Report on Form 8-K.

\*\* Previously filed as an exhibit to this Registration Statement

\*\*\* Filed herewith.

**ITEM 17. Undertakings.**

(a) The undersigned Registrants hereby undertake:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) to include any prospectus required by Section 10(a)(3) of the Securities Act; (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities

**Table of Contents**

offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however*, that paragraphs (i), (ii) and (iii) do not apply if the Registration Statement is on Form S-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrants pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement;

(2) that, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;

(4) that, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(A) Each prospectus filed by the Registrants pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which the prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date; and

(5) that, for the purpose of determining liability of the Registrants under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned Registrants undertake that in a primary offering of securities of the undersigned Registrants pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrants will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned Registrants relating to the offering required to be filed pursuant to Rule 424;

**Table of Contents**

- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrants or used or referred to by the undersigned Registrants;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrants or their securities provided by or on behalf of the undersigned Registrants; and
- (iv) Any other communication that is an offer in the offering made by the undersigned Registrants to the purchaser.
- (b) The undersigned Registrants hereby undertake that, for purposes of determining any liability under the Securities Act, each filing of the Registrants' annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrants pursuant to the provisions described under Item 15 above, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the Registrants in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.
- (d) The undersigned Registrants hereby undertake to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act (the "Act") in accordance with the rules and regulations prescribed by the Commission under Section 305(b)(2) of the Act.

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

CONSTELLATION BRANDS, INC.

By: /s/ ROBERT RYDER  
 Name: **Robert Ryder**  
 Title: **Executive Vice President and Chief Financial Officer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his or her name, place and stead, in any and all capacities (including his or her capacity as a director and/or officer of Constellation Brands, Inc.) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>  | <b>Title</b>  | <b>Date</b>       |
|---|---|-------------------|
| /s/ ROBERT SANDS<br><b>Robert Sands</b>                 | President and Chief Executive Officer (principal executive officer) and a Director                                  | November 20, 2007 |
| /s/ ROBERT RYDER<br><b>Robert Ryder</b>                 | Executive Vice President and Chief Financial Officer (principal financial officer and principal accounting officer) | November 20, 2007 |
| /s/ RICHARD SANDS<br><b>Richard Sands</b>               | Chairman of the Board of Directors  | November 20, 2007 |
| /s/ BARRY A. FROMBERG<br><b>Barry A. Fromberg</b>       | Director  | November 20, 2007 |
| /s/ JEANANNE K. HAUSWALD<br><b>Jeananne K. Hauswald</b> | Director  | November 20, 2007 |
| /s/ JAMES A. LOCKE III<br><b>James A. Locke III</b>     | Director  | November 20, 2007 |





**Table of Contents**

| <b>Signature</b>                                      | <b>Title</b> | <b>Date</b>       |
|---|--------------|-------------------|
| /s/ THOMAS C. McDERMOTT<br><b>Thomas C. McDermott</b> | Director     | November 20, 2007 |
| /s/ PAUL L. SMITH<br><b>Paul L. Smith</b>             | Director     | November 20, 2007 |
| /s/ PETER H. SODERBERG<br><b>Peter H. Soderberg</b>   | Director     | November 20, 2007 |
| /s/ MARK ZUPAN<br><b>Mark Zupan</b>                   | Director     | November 20, 2007 |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

CONSTELLATION WINES U.S., INC.

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President and Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Constellation Wines U.S., Inc.) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                                | <b>Title</b>  | <b>Date</b>       |
|---|---|-------------------|
| /s/ JOSÉ FERNANDEZ<br><br><b>José Fernandez</b> | President and Chief Executive Officer (principal executive officer)                         | November 20, 2007 |
| /s/ ROBERT RYDER<br><br><b>Robert Ryder</b>     | Vice President and Treasurer (principal financial officer and principal accounting officer) | November 20, 2007 |
| /s/ RICHARD SANDS<br><br><b>Richard Sands</b>   | Director  | November 20, 2007 |
| /s/ ROBERT SANDS<br><br><b>Robert Sands</b>     | Director  | November 20, 2007 |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

CONSTELLATION LEASING, LLC

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a manager, director and/or officer of Constellation Leasing, LLC) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                          | <b>Title</b>  | <b>Date</b>       |
|---|---|-------------------|
| /s/ ROBERT RYDER<br><b>Robert Ryder</b>   | President and Treasurer (principal executive officer, principal financial officer and principal accounting officer) | November 20, 2007 |
| /s/ RICHARD SANDS<br><b>Richard Sands</b> | Director  | November 20, 2007 |
| /s/ ROBERT SANDS<br><b>Robert Sands</b>   | Director  | November 20, 2007 |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

FRANCISCAN VINEYARDS, INC.

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President and Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Franciscan Vineyards, Inc.) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                                | <b>Title</b>  | <b>Date</b>       |
|---|---|-------------------|
| /s/ JOSÉ FERNANDEZ<br><br><b>José Fernandez</b> | President and Chief Executive Officer (principal executive officer)                         | November 20, 2007 |
| /s/ ROBERT RYDER<br><br><b>Robert Ryder</b>     | Vice President and Treasurer (principal financial officer and principal accounting officer) | November 20, 2007 |
| /s/ RICHARD SANDS<br><br><b>Richard Sands</b>   | Director  | November 20, 2007 |
| /s/ ROBERT SANDS<br><br><b>Robert Sands</b>     | Director  | November 20, 2007 |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

ALLBERRY, INC.

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President and Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Allberry, Inc.) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                                | <b>Title</b>  | <b>Date</b>       |
|---|---|-------------------|
| /s/ JOSÉ FERNANDEZ<br><br><b>José Fernandez</b> | President and Chief Executive Officer (principal executive officer)                         | November 20, 2007 |
| /s/ ROBERT RYDER<br><br><b>Robert Ryder</b>     | Vice President and Treasurer (principal financial officer and principal accounting officer) | November 20, 2007 |
| /s/ RICHARD SANDS<br><br><b>Richard Sands</b>   | Director  | November 20, 2007 |
| /s/ ROBERT SANDS<br><br><b>Robert Sands</b>     | Director  | November 20, 2007 |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

CLOUD PEAK CORPORATION

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President and Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Cloud Peak Corporation) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                                | <b>Title</b>  | <b>Date</b>       |
|---|---|-------------------|
| /s/ JOSÉ FERNANDEZ<br><br><b>José Fernandez</b> | President and Chief Executive Officer (principal executive officer)                         | November 20, 2007 |
| /s/ ROBERT RYDER<br><br><b>Robert Ryder</b>     | Vice President and Treasurer (principal financial officer and principal accounting officer) | November 20, 2007 |
| /s/ RICHARD SANDS<br><br><b>Richard Sands</b>   | Director  | November 20, 2007 |
| /s/ ROBERT SANDS<br><br><b>Robert Sands</b>     | Director  | November 20, 2007 |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

MT. VEEDER CORPORATION

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President and Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Mt. Veeder Corporation) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature                                       | Title   | Date              |
|---|---|-------------------|
| /s/ JOSÉ FERNANDEZ<br><br><b>José Fernandez</b> | President and Chief Executive Officer (principal executive officer)                         | November 20, 2007 |
| /s/ ROBERT RYDER<br><br><b>Robert Ryder</b>     | Vice President and Treasurer (principal financial officer and principal accounting officer) | November 20, 2007 |
| /s/ RICHARD SANDS<br><br><b>Richard Sands</b>   | Director  | November 20, 2007 |
| /s/ ROBERT SANDS<br><br><b>Robert Sands</b>     | Director  | November 20, 2007 |



**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

BARTON INCORPORATED

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President & Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Barton Incorporated) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                                      | <b>Title</b>   | <b>Date</b>       |
|---|--|-------------------|
| /s/ ALEXANDER L. BERK<br><br><b>Alexander L. Berk</b> | President and Chief Executive Officer (principal executive officer) and a Director | November 20, 2007 |
| /s/ ROBERT RYDER<br><br><b>Robert Ryder</b>           | Vice President (principal financial officer and principal accounting officer)      | November 20, 2007 |
| /s/ ROBERT J. GORSKI<br><br><b>Robert J. Gorski</b>   | Director   | November 20, 2007 |
| /s/ MICHAEL D. LURIE<br><br><b>Michael D. Lurie</b>   | Director   | November 20, 2007 |
| /s/ RICHARD SANDS<br><br><b>Richard Sands</b>         | Director   | November 20, 2007 |
| /s/ ROBERT SANDS<br><br><b>Robert Sands</b>           | Director   | November 20, 2007 |



**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

BARTON BRANDS, LTD.

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President and Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Barton Brands, Ltd.) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title   | Date              |
|---|---|-------------------|
| /s/ MARTIN P. BIRKEL<br><br><b>Martin P. Birkel</b>   | President (principal executive officer) and a Director                        | November 20, 2007 |
| /s/ ROBERT RYDER<br><br><b>Robert Ryder</b>           | Vice President (principal financial officer and principal accounting officer) | November 20, 2007 |
| /s/ ALEXANDER L. BERK<br><br><b>Alexander L. Berk</b> | Director  | November 20, 2007 |
| /s/ ROBERT J. GORSKI<br><br><b>Robert J. Gorski</b>   | Director  | November 20, 2007 |
| /s/ MICHAEL D. LURIE<br><br><b>Michael D. Lurie</b>   | Director  | November 20, 2007 |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

BARTON BEERS, LTD.

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President & Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Barton Beers, Ltd.) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title   | Date              |
|---|---|-------------------|
| /s/ RICHARD SANDS<br><br><b>Richard Sands</b>         | Chief Executive Officer (principal executive officer) and a Director          | November 20, 2007 |
| /s/ ROBERT RYDER<br><br><b>Robert Ryder</b>           | Vice President (principal financial officer and principal accounting officer) | November 20, 2007 |
| /s/ ALEXANDER L. BERK<br><br><b>Alexander L. Berk</b> | Director  | November 20, 2007 |
| /s/ ROBERT J. GORSKI<br><br><b>Robert J. Gorski</b>   | Director  | November 20, 2007 |
| /s/ MICHAEL D. LURIE<br><br><b>Michael D. Lurie</b>   | Director  | November 20, 2007 |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

BARTON BRANDS OF CALIFORNIA, INC.

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President and Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Barton Brands of California, Inc.) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                                  | <b>Title</b>  | <b>Date</b>       |
|---|---|-------------------|
| /s/ ALEXANDER L. BERK<br><b>Alexander L. Berk</b> | President (principal executive officer) and a Director                        | November 20, 2007 |
| /s/ ROBERT RYDER<br><b>Robert Ryder</b>           | Vice President (principal financial officer and principal accounting officer) | November 20, 2007 |
| /s/ ROBERT J. GORSKI<br><b>Robert J. Gorski</b>   | Director  | November 20, 2007 |
| /s/ MICHAEL D. LURIE<br><b>Michael D. Lurie</b>   | Director  | November 20, 2007 |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

BARTON BRANDS OF GEORGIA, INC.

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President and Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Barton Brands of Georgia, Inc.) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title   | Date              |
|---|---|-------------------|
| /s/ ALEXANDER L. BERK<br><br><b>Alexander L. Berk</b> | President (principal executive officer) and a Director                        | November 20, 2007 |
| /s/ ROBERT RYDER<br><br><b>Robert Ryder</b>           | Vice President (principal financial officer and principal accounting officer) | November 20, 2007 |
| /s/ ROBERT J. GORSKI<br><br><b>Robert J. Gorski</b>   | Director  | November 20, 2007 |
| /s/ MICHAEL D. LURIE<br><br><b>Michael D. Lurie</b>   | Director  | November 20, 2007 |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

BARTON DISTILLERS IMPORT CORP.

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President & Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Barton Distillers Import Corp.) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title   | Date              |
|---|---|-------------------|
| /s/ ALEXANDER L. BERK<br><br><b>Alexander L. Berk</b> | President (principal executive officer) and a Director                        | November 20, 2007 |
| /s/ ROBERT RYDER<br><br><b>Robert Ryder</b>           | Vice President (principal financial officer and principal accounting officer) | November 20, 2007 |
| /s/ ROBERT J. GORSKI<br><br><b>Robert J. Gorski</b>   | Director  | November 20, 2007 |
| /s/ MICHAEL D. LURIE<br><br><b>Michael D. Lurie</b>   | Director  | November 20, 2007 |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

BARTON FINANCIAL CORPORATION

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President & Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Barton Financial Corporation) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title   | Date              |
|---|---|-------------------|
| /s/ Robert J. Gorski<br><br><b>Robert J. Gorski</b>         | President, Treasurer and Secretary (principal executive officer) and a Director | November 20, 2007 |
| /s/ ROBERT RYDER<br><br><b>Robert Ryder</b>                 | Vice President (principal financial officer and principal accounting officer)   | November 20, 2007 |
| /s/ MICHAEL A. NAPIENTEK<br><br><b>Michael A. Napientek</b> | Director  | November 20, 2007 |



**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

BARTON CANADA, LTD.

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President & Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Barton Canada, Ltd.) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                                  | <b>Title</b>  | <b>Date</b>       |
|---|---|-------------------|
| /s/ ALEXANDER L. BERK<br><b>Alexander L. Berk</b> | President (principal executive officer) and a Director                        | November 20, 2007 |
| /s/ ROBERT RYDER<br><b>Robert Ryder</b>           | Vice President (principal financial officer and principal accounting officer) | November 20, 2007 |
| /s/ ROBERT J. GORSKI<br><b>Robert J. Gorski</b>   | Director  | November 20, 2007 |
| /s/ MICHAEL D. LURIE<br><b>Michael D. Lurie</b>   | Director  | November 20, 2007 |

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

BARTON BEERS OF WISCONSIN, LTD.

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President & Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Barton Beers of Wisconsin, Ltd.) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                                  | <b>Title</b>  | <b>Date</b>       |
|---|---|-------------------|
| /s/ JAMES P. RYAN<br><b>James P. Ryan</b>         | President and Chief Executive Officer (principal executive officer)           | November 20, 2007 |
| /s/ ROBERT RYDER<br><b>Robert Ryder</b>           | Vice President (principal financial officer and principal accounting officer) | November 20, 2007 |
| /s/ ALEXANDER L. BERK<br><b>Alexander L. Berk</b> | Director  | November 20, 2007 |
| /s/ ROBERT J. GORSKI<br><b>Robert J. Gorski</b>   | Director  | November 20, 2007 |
| /s/ MICHAEL D. LURIE<br><b>Michael D. Lurie</b>   | Director  | November 20, 2007 |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

CONSTELLATION TRADING COMPANY, INC.

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President and Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Constellation Trading Company, Inc.) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature                                       | Title   | Date              |
|---|---|-------------------|
| /s/ PERRY HUMPHREY<br><br><b>Perry Humphrey</b> | President (principal executive officer)   | November 20, 2007 |
| /s/ ROBERT RYDER<br><br><b>Robert Ryder</b>     | Vice President and Treasurer (principal financial officer and principal accounting officer) | November 20, 2007 |
| /s/ RICHARD SANDS<br><br><b>Richard Sands</b>   | Director  | November 20, 2007 |
| /s/ ROBERT SANDS<br><br><b>Robert Sands</b>     | Director  | November 20, 2007 |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

THE ROBERT MONDAVI CORPORATION

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President and Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of The Robert Mondavi Corporation) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                            | <b>Title</b>  | <b>Date</b>       |
|---|---|-------------------|
| /s/ JOSÉ FERNANDEZ<br><b>José Fernandez</b> | President and Chief Executive Officer (principal executive officer)                         | November 20, 2007 |
| /s/ Robert Ryder<br><b>Robert Ryder</b>     | Vice President and Treasurer (principal financial officer and principal accounting officer) | November 20, 2007 |
| /s/ ROBERT SANDS<br><b>Robert Sands</b>     | Director  | November 20, 2007 |
| /s/ RICHARD SANDS<br><b>Richard Sands</b>   | Director  | November 20, 2007 |

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

R.M.E., Inc.

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President and Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of R.M.E., Inc.) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                            | <b>Title</b>  | <b>Date</b>       |
|---|---|-------------------|
| /s/ JOSÉ FERNANDEZ<br><b>José Fernandez</b> | President and Chief Executive Officer (principal executive officer)                         | November 20, 2007 |
| /s/ Robert Ryder<br><b>Robert Ryder</b>     | Vice President and Treasurer (principal financial officer and principal accounting officer) | November 20, 2007 |
| /s/ ROBERT SANDS<br><b>Robert Sands</b>     | Director  | November 20, 2007 |
| /s/ RICHARD SANDS<br><b>Richard Sands</b>   | Director  | November 20, 2007 |

**Table of Contents**

**SIGNATURES**

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ROBERT MONDAVI WINERY

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President and Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Robert Mondavi Winery) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                            | <b>Title</b>  | <b>Date</b>       |
|---|---|-------------------|
| /s/ JOSÉ FERNANDEZ<br><b>José Fernandez</b> | President and Chief Executive Officer (principal executive officer)                         | November 20, 2007 |
| /s/ Robert Ryder<br><b>Robert Ryder</b>     | Vice President and Treasurer (principal financial officer and principal accounting officer) | November 20, 2007 |
| /s/ ROBERT SANDS<br><b>Robert Sands</b>     | Director  | November 20, 2007 |
| /s/ RICHARD SANDS<br><b>Richard Sands</b>   | Director  | November 20, 2007 |

**Table of Contents**

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ROBERT MONDAVI INVESTMENTS

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President and Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Robert Mondavi Investments) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                            | <b>Title</b>  | <b>Date</b>       |
|---|---|-------------------|
| /s/ JOSÉ FERNANDEZ<br><b>José Fernandez</b> | President and Chief Executive Officer (principal executive officer)                         | November 20, 2007 |
| /s/ ROBERT RYDER<br><b>Robert Ryder</b>     | Vice President and Treasurer (principal financial officer and principal accounting officer) | November 20, 2007 |
| /s/ ROBERT SANDS<br><b>Robert Sands</b>     | Director  | November 20, 2007 |
| /s/ RICHARD SANDS<br><b>Richard Sands</b>   | Director  | November 20, 2007 |

**Table of Contents**

**SIGNATURES**

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ROBERT MONDAVI AFFILIATES

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President and Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Robert Mondavi Affiliates) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                            | <b>Title</b>  | <b>Date</b>       |
|---|---|-------------------|
| /s/ JOSÉ FERNANDEZ<br><b>José Fernandez</b> | President and Chief Executive Officer (principal executive officer)                         | November 20, 2007 |
| /s/ ROBERT RYDER<br><b>Robert Ryder</b>     | Vice President and Treasurer (principal financial officer and principal accounting officer) | November 20, 2007 |
| /s/ ROBERT SANDS<br><b>Robert Sands</b>     | Director  | November 20, 2007 |
| /s/ RICHARD SANDS<br><b>Richard Sands</b>   | Director  | November 20, 2007 |



**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

ROBERT MONDAVI PROPERTIES, INC.

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President and Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Robert Mondavi Properties, Inc.) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                            | <b>Title</b>  | <b>Date</b>       |
|---|---|-------------------|
| /s/ JOSÉ FERNANDEZ<br><b>José Fernandez</b> | President and Chief Executive Officer (principal executive officer)                         | November 20, 2007 |
| /s/ ROBERT RYDER<br><b>Robert Ryder</b>     | Vice President and Treasurer (principal financial officer and principal accounting officer) | November 20, 2007 |
| /s/ ROBERT SANDS<br><b>Robert Sands</b>     | Director  | November 20, 2007 |
| /s/ RICHARD SANDS<br><b>Richard Sands</b>   | Director  | November 20, 2007 |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

VINCOR FINANCE, LLC

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President and Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Vincor Finance, LLC) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                                | <b>Title</b>   | <b>Date</b>       |
|---|--|-------------------|
| /s/ JOSÉ FERNANDEZ<br><br><b>José Fernandez</b> | President and Chief Executive Officer (principal executive officer)  | November 20, 2007 |
| /s/ ROBERT RYDER<br><br><b>Robert Ryder</b>     | Vice President and Treasurer (principal financial officer and principal accounting officer) and a Director | November 20, 2007 |
| /s/ ROBERT SANDS<br><br><b>Robert Sands</b>     | Director   | November 20, 2007 |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

VINCOR INTERNATIONAL PARTNERSHIP

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President and Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Vincor International Partnership) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                                | <b>Title</b>  | <b>Date</b>       |
|---|---|-------------------|
| /s/ JOSÉ FERNANDEZ<br><br><b>José Fernandez</b> | President and Chief Executive Officer (principal executive officer)   | November 20, 2007 |
| /s/ ROBERT RYDER<br><br><b>Robert Ryder</b>     | Vice President and Treasurer (principal financial officer and principal accounting officer) and a Managing Board Member | November 20, 2007 |
| /s/ ROBERT SANDS<br><br><b>Robert Sands</b>     | Managing Board Member   | November 20, 2007 |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

VINCOR INTERNATIONAL II, LLC

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President and Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Vincor International II, LLC) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                            | <b>Title</b>   | <b>Date</b>       |
|---|--|-------------------|
| /s/ JOSÉ FERNANDEZ<br><b>José Fernandez</b> | President and Chief Executive Officer (principal executive officer)  | November 20, 2007 |
| /s/ ROBERT RYDER<br><b>Robert Ryder</b>     | Vice President and Treasurer (principal financial officer and principal accounting officer) and a Director | November 20, 2007 |
| /s/ ROBERT SANDS<br><b>Robert Sands</b>     | Director   | November 20, 2007 |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

VINCOR HOLDINGS, INC.

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President and Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Vincor Holdings, Inc.) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                            | <b>Title</b>   | <b>Date</b>       |
|---|--|-------------------|
| /s/ JOSÉ FERNANDEZ<br><b>José Fernandez</b> | President and Chief Executive Officer (principal executive officer)  | November 20, 2007 |
| /s/ ROBERT RYDER<br><b>Robert Ryder</b>     | Vice President and Treasurer (principal financial officer and principal accounting officer) and a Director | November 20, 2007 |
| /s/ ROBERT SANDS<br><b>Robert Sands</b>     | Director   | November 20, 2007 |

**Table of Contents**

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Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

R.H. PHILLIPS, INC.

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President and Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of R.H. Phillips, Inc.) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                            | <b>Title</b>   | <b>Date</b>       |
|---|--|-------------------|
| /s/ JOSÉ FERNANDEZ<br><b>José Fernandez</b> | President and Chief Executive Officer (principal executive officer)  | November 20, 2007 |
| /s/ ROBERT RYDER<br><b>Robert Ryder</b>     | Vice President and Treasurer (principal financial officer and principal accounting officer) and a Director | November 20, 2007 |
| /s/ ROBERT SANDS<br><b>Robert Sands</b>     | Director   | November 20, 2007 |

**Table of Contents**

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Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

THE HOGUE CELLARS, LTD.

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President and Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of The Hogue Cellars, Ltd.) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature                                       | Title  | Date              |
|---|--|-------------------|
| /s/ JOSÉ FERNANDEZ<br><br><b>José Fernandez</b> | President and Chief Executive Officer (principal executive officer)  | November 20, 2007 |
| /s/ ROBERT RYDER<br><br><b>Robert Ryder</b>     | Vice President and Treasurer (principal financial officer and principal accounting officer) and a Director | November 20, 2007 |
| /s/ ROBERT SANDS<br><br><b>Robert Sands</b>     | Director   | November 20, 2007 |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

BARTON SMO HOLDINGS LLC

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President & Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Barton SMO Holdings LLC) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title   | Date              |
|---|---|-------------------|
| /s/ ALEXANDER L. BERK<br><br><b>Alexander L. Berk</b> | President (principal executive officer) and a Director                        | November 20, 2007 |
| /s/ ROBERT RYDER<br><br><b>Robert Ryder</b>           | Vice President (principal financial officer and principal accounting officer) | November 20, 2007 |
| /s/ ROBERT J. GORSKI<br><br><b>Robert J. Gorski</b>   | Director  | November 20, 2007 |
| /s/ MICHAEL D. LURIE<br><br><b>Michael D. Lurie</b>   | Director  | November 20, 2007 |



**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

ALCOFI INC.

By: /s/ THOMAS D. ROBERTS  
 Name: **Thomas D. Roberts**  
 Title: **Vice President and Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of ALCOFI INC.) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title   | Date              |
|---|---|-------------------|
| /s/ ALEXANDER L. BERK<br><br><b>Alexander L. Berk</b> | President (principal executive officer) and a Director                        | November 20, 2007 |
| /s/ ROBERT RYDER<br><br><b>Robert Ryder</b>           | Vice President (principal financial officer and principal accounting officer) | November 20, 2007 |
| /s/ ROBERT J. GORSKI<br><br><b>Robert J. Gorski</b>   | Director  | November 20, 2007 |
| /s/ MICHAEL D. LURIE<br><br><b>Michael D. Lurie</b>   | Director  | November 20, 2007 |

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Town of Perinton, State of New York on November 20, 2007.

SPIRITS MARQUE ONE LLC

By: ALCOFI INC.  
Its Sole Member

By: /s/ THOMAS D. ROBERTS  
Name: **Thomas D. Roberts**  
Title: **Vice President and Assistant Treasurer**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Ryder and Thomas D. Roberts and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a member, director and/or officer of Spirits Marque One LLC or of its member) to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title   | Date              |
|---|---|-------------------|
| /s/ ALEXANDER L. BERK<br><br><b>Alexander L. Berk</b>   | Executive Vice President (principal executive officer)                        | November 20, 2007 |
| /s/ ROBERT RYDER<br><br><b>Robert Ryder</b>   | Vice President (principal financial officer and principal accounting officer) | November 20, 2007 |
| ALCOFI INC.   | Sole Member   |                   |
| By: /s/ THOMAS D. ROBERTS<br>Name: <b>Thomas D. Roberts</b><br>Title: <b>Vice President and Assistant Treasurer</b> |   | November 20, 2007 |

**Table of Contents**

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>  |
|---------------------------|--|
| 1*                        | Form of Underwriting Agreement   |
| 4.1                       | Indenture among the Company, as issuer, certain principal subsidiaries, as Guarantors, and BNY Midwest Trust Company, as Trustee dated August 15, 2006 (filed as Exhibit 4.1 of the Company's current report on Form 8-K dated August 15, 2006, filed on August 18, 2006 and incorporated herein by reference).  |
| 4.2                       | Supplemental Indenture No. 1, dated as of August 15, 2006, among the Company, as Issuer, certain subsidiaries, as guarantors, and BNY Midwest Trust Company, as Trustee (filed as Exhibit 4.2 to the Company's Current Report on Form 8-K dated August 15, 2006, filed August 18, 2006 and incorporated herein by reference).  |
| 4.3                       | Supplemental Indenture No. 2, dated as of November 30, 2006, by and among the Company, Vincor International Partnership, Vincor International II, LLC, Vincor Holdings, Inc., R.H. Phillips, Inc., The Hogue Cellars, Ltd., Vincor Finance, LLC, and BNY Midwest Trust Company, as Trustee (filed as Exhibit 4.28 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 2006 and incorporated herein by reference). |
| 4.4                       | Supplemental Indenture No. 3, dated as of May 4, 2007, by and among the Company, Barton SMO Holdings LLC, ALCOFI INC., Spirits Marque One LLC and BNY Midwest Trust Company, as Trustee (filed as Exhibit 4.32 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended May 31, 2007 and incorporated herein by reference).   |
| 5**                       | Opinion of McDermott Will & Emery LLP  |
| 12***                     | Computation of Ratio of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Stock Dividends   |
| 23.1**                    | Consent of McDermott Will & Emery LLP (included as part of Exhibit 5)  |
| 23.2***                   | Consent of KPMG LLP  |
| 23.3***                   | Consent of KPMG LLP  |
| 23.4***                   | Consent of KPMG LLP  |
| 24.1***                   | Powers of Attorney (included on the signature pages of this registration statement)  |
| 25***                     | Statement of Eligibility of Trustee on Form T-1 for the indenture filed as Exhibit 4.1 to this registration statement.   |

\* To be subsequently filed by amendment or as an exhibit to a Current Report on Form 8-K.

\*\* Previously filed as an exhibit to this Registration Statement.

\*\*\* Filed herewith.