

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

In the Matter of)	
)	
E. & J. Gallo Winery,)	
 a corporation;)	
)	
Dry Creek Corporation,)	
 a corporation;)	File No. 191-0110
)	
and)	
)	
Constellation Brands, Inc.,)	
 a corporation.)	
)	

AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”) has initiated an investigation of the proposed acquisition by Respondent E. & J. Gallo Winery, a wholly owned subsidiary of Respondent Dry Creek Corporation, of certain assets of Respondent Constellation Brands, Inc., collectively “Proposed Respondents.” The Commission’s Bureau of Competition has prepared a draft administrative complaint (“Draft Complaint”). The Bureau of Competition and Proposed Respondents enter into this Agreement Containing Consent Orders (“Consent Agreement”) to divest certain assets and providing for other relief to resolve the allegations in the Draft Complaint through a proposed Decision and Order and Order to Maintain Assets, all of which are attached, to present to the Commission.

IT IS HEREBY AGREED by and between Proposed Respondents, by their duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent E. & J. Gallo Winery is a corporation organized, existing, and doing business under, and by virtue of the laws of, the State of California with its executive offices and principal place of business located at 600 Yosemite Boulevard, Modesto, California 95354.
2. Proposed Respondent Dry Creek Corporation is a corporation organized, existing, and doing business under, and by virtue of the laws of, the State of Delaware with its executive offices and principal place of business located at 600 Yosemite Boulevard, Modesto, California 95354.
3. Proposed Respondent Constellation Brands, Inc. is a corporation organized, existing, and doing business under, and by virtue of the laws of, the State of

Compliance Division at bccompliance@ftc.gov. In addition, Proposed Respondents shall provide a copy of each compliance report to the Monitor, if one has been appointed pursuant to the Decision and Order and/or the Order to Maintain Assets.

9. This Consent Agreement, and any compliance reports filed pursuant to this Consent Agreement, shall not become part of the public record of the proceeding unless and until the Commission accepts the Consent Agreement. If the Commission accepts this Consent Agreement, the Commission will place it, together with the Complaint, the proposed Decision and Order, the Order to Maintain Assets, an explanation of the provisions of the proposed Decision and Order and the Order to Maintain Assets, and any other information that may help interested persons understand the orders on the public record for the receipt of comments for 30 days.
10. Because there may be interim competitive harm, the Commission may issue and serve its Complaint (in such form as circumstances may require) and the Order to Maintain Assets in this matter at any time after it accepts the Consent Agreement for public comment.
11. This Consent Agreement contemplates thcd,

13. The Complaint may be used in construing the terms of the Decision and Order and the Order to Maintain Assets, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order, the Order to Maintain Assets, or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order or the Order to Maintain Assets.
14. By signing this Consent Agreement, Proposed Respondents represent and warrant that:
 - a. they can fulfill all the terms of and accomplish the full relief contemplated by the Decision and Order and the Order to Maintain Assets including, among

