HOGUE CELLARS, LTD.
Form 424B3
November 19, 2015
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Filed Pursuant to Rule 424(b)(3)
Registration No. 333-199293

Information contained in this prospectus supplement and the accompanying prospectus is not complete and may be changed. This prospectus supplement and the accompanying prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

SUBJECT TO COMPLETION, DATED NOVEMBER 19, 2015

PROSPECTUS SUPPLEMENT

(To Prospectus Dated October 14, 2014)

$400,000,000

% Senior Notes due 2025

The Company:

We are a leading international beverage alcohol company with many of our products recognized as leaders in their respective categories and geographic markets. We are the third-largest producer and marketer of beer for the U.S. market and the world s leading premium wine company with a leading market position in the U.S., Canada and New Zealand.

The Offering:

We are offering % Senior Notes due 2025 (the *notes*).

Use of Proceeds: We intend to use the net proceeds from this offering to fund a portion of the consideration for our pending acquisition of Ballast Point. See Use of Proceeds and Prospectus Supplement Summary Recent Events .

The Notes:

Issuer: Constellation Brands, Inc.

Maturity: The notes will mature on , 2025.

Interest Payments: The notes will pay interest semi-annually in cash in arrears on and of each year, commencing , 2016.

Guarantees: Certain of our existing and future subsidiaries will guarantee the notes on a senior unsecured basis to the extent and for so long as such entities guarantee indebtedness under our senior credit agreement (as amended, refinanced, extended, substituted, replaced or renewed from time to time, collectively our *senior credit facility*).

Ranking: The notes will rank equally in right of payment with all of our existing and future unsecured senior indebtedness, senior in right of payment to any indebtedness that is expressly subordinated to the notes, and effectively subordinated in right of payment to our secured indebtedness to the extent of the value of the assets securing such indebtedness, including all borrowings under our senior credit facility. Each guarantee will be effectively subordinated to any secured obligations of the subsidiary guarantors to the extent of the value of the assets securing such debt. Holders of the notes will not have a direct claim on assets of subsidiaries that do not guarantee the notes and the notes will be structurally subordinated to all indebtedness and other liabilities of our subsidiaries that do not guarantee the notes.

Optional Redemption: The notes may be redeemed, in whole or in part, at a price equal to 100% of the principal amount thereof, together with accrued and unpaid interest, if any, to the redemption date, plus a make-whole premium.

Change of Control: If we experience specific kinds of changes of control, we must offer to repurchase all of the notes at 101% of their principal amount, plus accrued and unpaid interest, if any, to the repurchase date.

This investment involves risks. See Risk Factors beginning on page S-7.

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

	Per Senior Note	Total
Public Offering Price[(1)]	%	$
Underwriting Discount	%	$
Proceeds to Constellation Brands (before expenses)	%	$

(1) Plus accrued interest from , 2015.

The notes will be ready for delivery in book-entry form only through The Depository Trust Company on or about , 2015.

Joint Book Running Managers

BofA Merrill Lynch

J.P. Morgan

Rabo Securities

Wells Fargo Securities

SunTrust Robinson Humphrey

MUFG

Co-Managers

Goldman, Sachs & Co. **Scotiabank** **Barclays** **BBVA**

, 2015

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You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or documents to which we otherwise refer you. We have not, and the underwriters have not, authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information appearing in this prospectus supplement, the accompanying prospectus and any document incorporated by reference is accurate as of any date other than the date on the front cover of the applicable document. Our business, financial condition, results of operations and prospects may have changed since that date.

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Prospectus Supplement

Prospectus

In the sections of this prospectus supplement other than those entitled Prospectus Supplement Summary The Offering and Description of the Notes and the Guarantees references to we, us, our and the Company refer collectively to Constellation Brands, Inc. and its subsidiaries, unles otherwise indicated or the context requires otherwise. In the sections entitled Prospectus Supplement Summary The Offering and Description of the Notes and the Guarantees such terms refer only to Constellation Brands, Inc. and not any of its subsidiaries, unless otherwise indicated or the context requires otherwise.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission, or the SEC. You may read and copy any document we file with the SEC at the SEC s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain further information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Our SEC filings are also available to the public over the Internet at the SEC s website at http://www.sec.gov. Our class A and class B common stock are listed on the New York Stock Exchange, and you may inspect our SEC filings at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

The SEC allows us to incorporate by reference into this prospectus supplement the information we file with the SEC, which means that we can disclose important information to you by referring you to previously filed documents. The information incorporated by reference is considered to be part of this prospectus supplement, unless we update or supersede that information by the information contained in this prospectus supplement or by information that we file subsequently that is incorporated by reference into this prospectus supplement.

We incorporate by reference into this prospectus supplement the following documents or information filed with the SEC (other than, in each case and unless expressly stated otherwise, documents or information deemed to have been furnished and not filed in accordance with SEC rules):

- Our Annual Report on Form 10-K for the fiscal year ended February 28, 2015 filed on April 28, 2015;

- Our Quarterly Reports on Form 10-Q for the fiscal quarters ended May 31, 2015 filed on July 9, 2015 and August 31, 2015 filed on October 7, 2015;

- Our Current Reports on Form 8-K filed on April 9, 2015 (excluding Items 2.02, 7.01 and 9.01 and Exhibits 99.1 and 99.2 thereof), April 10, 2015, May 1, 2015, June 15, 2015 (excluding Item 7.01 and Exhibit 99.1 thereof), July 2, 2015, July 21, 2015 (excluding Item 7.01 and Exhibit 99.1 thereof), July 24, 2015 (excluding Item 7.01 and Exhibit 99.1 thereof), and November 16, 2015 (excluding Item 7.01 and Exhibit 99.1 thereof);

- Our definitive proxy materials for the annual meeting of stockholders held on July 22, 2015, filed on June 12, 2015; and

- All documents filed by the Company under Sections 13(a), 13(c), 14 or 15(d) of Securities Exchange Act of 1934, as amended, on or after the date of this prospectus supplement and before the termination of this offering.

This prospectus supplement and the accompanying prospectus are part of a registration statement we have filed with the SEC relating to the notes offered by this prospectus supplement and other securities. As permitted by SEC rules, this prospectus supplement and the accompanying prospectus do not contain all of the information included in the registration statement and the accompanying exhibits and schedules we file with the SEC. You may refer to the registration statement, the exhibits and schedules for more information about us and our debt securities. The registration statement, exhibits and schedules are also available at the SEC s Public Reference Room or through its website. In addition, we post the periodic reports that we file with the SEC on our website at http://www.cbrands.com. You may also obtain a copy of these filings, at no cost, by writing to or telephoning us at the following address:

Constellation Brands, Inc.

207 High Point Drive, Building 100

Victor, New York 14564

585-678-7100

Attention: David S. Sorce, Secretary

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents incorporated or deemed to be incorporated by reference herein contain forward-looking statements, including a reference to projected Ballast Point earnings before interest, taxes, depreciation and amortization, that involve risks and uncertainties, including whether projections prove to be accurate and the other risks and uncertainties discussed under the caption Risk Factors. We develop forward-looking statements by combining currently available information with our beliefs and assumptions. These statements relate to future events, including our future performance, and often contain words such as may, should, could, expects, seeks to, anticipates, plans, believes, estimates, intends, predicts, projects, potential or continue or the n other comparable terminology. Forward-looking statements are inherently uncertain, and actual performance or results may differ materially and adversely from that expressed in, or implied by, any such statements. Consequently, you should recognize these statements for what they are and we caution you not to rely upon them as facts.

PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights selected information about the Company and this offering. It does not contain all of the information that may be important to you in deciding whether to purchase notes. We encourage you to read the entire prospectus supplement, the accompanying prospectus and the documents that we have filed with the SEC that are incorporated by reference herein prior to deciding whether to purchase notes.

Constellation Brands, Inc.

We are a leading international beverage alcohol company with many of our products recognized as leaders in their respective categories and geographic markets. We are the third-largest producer and marketer of beer for the U.S. market and the world s leading premium wine company with a leading market position in the U.S., Canada and New Zealand. Our wine portfolio is complemented by select premium spirits brands and other select beverage alcohol products. We are the largest multi-category supplier (beer, wine and spirits) of beverage alcohol in the U.S. Our strong market positions make us a supplier of choice to many of 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.

Our principal executive offices are located at 207 High Point Drive, Building 100, Victor, New York 14564 and our telephone number is 585-678-7100. We maintain a website at http://www.cbrands.com. Our website and the information contained on that site, or connected to that site, are not incorporated into this prospectus supplement, and you should not rely on any such information in making your decision whether to purchase the notes.

Recent Events

On November 16, 2015, we entered into an Agreement and Plan of Merger pursuant to which we will acquire Home Brew Mart, Inc. d/b/a Ballast Points Brewing & Spirits (which we refer to as Ballast Point) for an aggregate consideration of approximately $1.0 billion. The consideration values Ballast Point at a multiple in the mid-to-high teens of its projected calendar 2016 earnings before interest, taxes, depreciation and amortization. Consummation of the merger, which we expect to complete by December 31, 2015, is subject to the satisfaction of certain conditions, including certain governmental and regulatory approvals having been obtained.

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The Offering

The following summary of the terms of the notes is not complete. For a more detailed description of the notes, see Description of the Notes and the Guarantees. We define capitalized terms used in this summary in the Description of the Notes and the Guarantees Certain Definitions.

Issuer	Constellation Brands, Inc.
Subsidiary Guarantors	The notes will be guaranteed by our subsidiaries that are guarantors under our senior credit facility. The guarantee of a subsidiary guarantor will be released to the extent such subsidiary guarantor is released as a guarantor under our senior credit facility or the facility (or a successor thereto) is amended, refinanced, extended, substituted, replaced or renewed without such subsidiary guarantor being a guarantor of the indebtedness thereunder, or if our senior credit facility is otherwise terminated or the requirements for legal or covenant defeasance or to discharge the indenture have been met.
Securities Offered	$400,000,000 aggregate principal amount of % Senior Notes due 2025.
Maturity	The notes will mature on , 2025.
Interest	The notes will bear interest at a rate of % per annum. Interest on the notes will accrue from , 2015 and will be payable on and of each year, beginning , 2016.
Ranking	The notes will be our senior unsecured obligations, will rank equally with all of our other senior unsecured indebtedness, and will be effectively subordinated to the indebtedness outstanding under our senior credit facility from time to time and any other secured debt we may incur to the extent of the value of the assets securing such debt. The notes will be fully and unconditionally guaranteed on a senior basis, jointly and severally, by the subsidiaries that are guarantors under our senior credit facility. Each guarantee will be effectively subordinated to any secured obligations of the subsidiary guarantors to the extent of the value of the assets securing such debt. Holders of the notes will not have a direct claim on assets of subsidiaries that do not guarantee the notes and the notes will be structurally subordinated to all indebtedness and other liabilities of our subsidiaries that do not guarantee the notes, including borrowings under our accounts receivable securitization facilities and under European credit facilities in favor of an indirect wholly-owned Luxembourg subsidiary of the Company.

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As of August 31, 2015, as adjusted to give effect to the issuance of the notes, we (together with certain of our subsidiaries) would have had approximately (i) $7.8 billion aggregate principal amount of senior indebtedness outstanding, of which approximately $2.9 billion was secured, (ii) $1.1 billion of available undrawn revolving commitments under the revolving portion of our senior credit facility, all of which would be secured, and (iii) $430.0 million available for borrowing under our accounts receivable securitization facilities. As of August 31, 2015, our non-guarantor subsidiaries had approximately $2.2 billion of liabilities. For the fiscal year ended February 28, 2015 and the six months ended August 31, 2015, approximately $559.9 million and $283.9 million, respectively, of our net sales were from our subsidiaries that are not guarantors of the notes. See Capitalization.

Optional Redemption

We may, at our option, redeem some or all of the notes at any time at a redemption price equal to the greater of

- 100% of the principal amount of the notes being redeemed; and
- the sum of the present values of the remaining scheduled payments of principal and interest on the notes being redeemed (excluding interest accrued to the redemption date) from the redemption date to the maturity date of the notes discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at a discount rate equal to the applicable Treasury Rate (as defined in this prospectus supplement) plus 50 basis points.

We will also pay the accrued and unpaid interest, if any, on the notes to the redemption date.

Repurchase at the Option of Holders Upon a Change of Control

If we experience a change of control (as defined in this prospectus supplement), we must offer to repurchase all the notes at a purchase price equal to 101% of the principal amount, plus accrued and unpaid interest, if any, to the repurchase date. We might not be able to pay you the required price for notes you present to us at the time of a change of control because our senior credit facility or other indebtedness may prohibit payment or we might not have enough funds at that time.

Sinking Fund

None.

Covenants

The indenture under which we will issue the notes contains covenants that, among other things, limit our ability under certain circumstances to create liens, enter into sale-leaseback transactions and engage in mergers, consolidations and sales of all or substantially all of our assets. See Description of the Notes and the Guarantees.

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Use of Proceeds	We intend to use the net proceeds from this offering to fund a portion of the consideration for our pending acquisition of Ballast Point. Pending the application of the net proceeds for this purpose, we intend to invest the net proceeds in short-term, interest-bearing instruments. We intend to use cash on hand and borrowings under our senior credit facility or other credit facilities to pay the balance of the consideration payable for our pending acquisition of Ballast Point. If we do not acquire Ballast Point, we expect to use the net proceeds to reduce outstanding indebtedness or for other general corporate purposes. See Use of Proceeds.
Risk Factors	An investment in the notes involves a high degree of risk. Potential investors should carefully consider the risk factors set forth under the heading Risk Factors and in the documents incorporated by reference herein prior to making a decision to invest in the notes.

RISK FACTORS

You should carefully consider the risks described below and in our documents filed with the SEC and incorporated by reference herein, as well as other information included in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus before buying any of the notes.

Risks Relating to the Company

You should carefully consider the risks factors and other cautionary statements included in our annual report on Form 10-K for the fiscal year ended February 28, 2015 and in other documents filed with the SEC and incorporated by reference herein.

Risks Relating to the Notes

The notes are unsecured and will be effectively subordinated to our secured debt to the extent of the value of the assets securing such debt.

The notes will not be secured by any of our assets. As of August 31, 2015, as adjusted to give effect to the issuance of the notes, we would have had approximately $2.9 billion of secured debt and approximately $1.1 billion of unused commitments (taking into account issued and outstanding revolving letters of credit of approximately $15.2 million) under our revolving credit facility, all of which would be secured. In addition, $430.0 million was available for borrowing under our accounts receivable securitization facilities. Our obligations under our senior credit facility are currently secured by a pledge of (i) 100% of the ownership interests of certain of our U.S. subsidiaries, (ii) 65% of certain interests of certain of our foreign subsidiaries, and (iii) with respect to obligations of a foreign subsidiary, 100% of certain interests of certain of its subsidiaries. In addition, the indenture governing the notes will permit us and our subsidiaries to incur certain additional debt that is secured by liens on our assets without equally and ratably securing the notes. If the Company becomes insolvent or is liquidated, or if payment under our secured debt is accelerated, the holders of our secured debt would be entitled to exercise the remedies available to a secured lender under applicable law and pursuant to the agreement governing such debt. In any such event, because the notes will not be secured by any of our assets, it is possible that there would be no assets remaining from which claims of the holders of the notes could be satisfied following repayment of our secured debt or, if any such assets remained, such assets might be insufficient to satisfy such claims fully.

Our ability to make payments on the notes depends on our ability to receive dividends from our subsidiaries, and not all of our subsidiaries are guarantors of the notes. The notes will be structurally subordinated to all indebtedness and other liabilities of our subsidiaries that do not guarantee the notes.

We are a holding company and conduct almost all of our operations through our subsidiaries. As of August 31, 2015, approximately 92.4% of our tangible assets were held by our subsidiaries. The ownership interests of our subsidiaries represent substantially all the assets of the holding company. Accordingly, we are dependent on the cash flows of our subsidiaries to meet our obligations, including the payment of the principal and interest on the notes. See Description of the Notes and the Guarantees.

The notes will be guaranteed, jointly and severally, by our subsidiaries that guarantee our senior credit facility. Holders of the notes will not have a direct claim on assets of subsidiaries that do not guarantee the notes and the notes will be structurally subordinated to all indebtedness and other liabilities of our subsidiaries that do not guarantee the notes, including any borrowings under our accounts receivable securitization facilities and under our European credit facilities in favor of an indirect wholly-owned Luxembourg subsidiary of the Company. For the fiscal year ended February 28, 2015 and the six months ended August 31, 2015, approximately $559.9 million and $283.9 million, respectively, of our net sales were from our subsidiaries that are not guarantors of the notes. As of August 31, 2015, our non-guarantor subsidiaries had approximately $2.2 billion of liabilities.

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The subsidiary guarantees may be subject to challenge under fraudulent transfer laws.

Under U.S. bankruptcy law and comparable provisions of state fraudulent transfer laws, a court could subordinate or void any guarantee if it found that the guarantee was incurred with actual intent to hinder, delay or defraud creditors or the guarantor did not receive fair consideration or reasonably equivalent value for the guarantee and the guarantor was any of the following: (i) insolvent or was rendered insolvent because of the guarantee; (ii) engaged in a business or transaction for which its remaining assets constituted unreasonably small capital; or (iii) intending to incur, or believed that it would incur, debts beyond its ability to pay at maturity. To the extent any guarantee were to be voided as a fraudulent conveyance or held unenforceable for any other reason, holders of the notes would cease to have any claim in respect of such guarantor and would be creditors solely of us and any guarantor whose guarantee was not voided or held unenforceable. In such event, the claims of the holders of the notes against the issuer of an invalid guarantee would be subject to the prior payment of all liabilities of such guarantor. There can be no assurance that, after providing for all prior claims, there would be sufficient assets to satisfy the claims of the holders of the notes relating to any voided guarantee.

The subsidiary guarantees may be limited in duration.

Each subsidiary guarantor will guarantee our obligations under the notes only for so long as each subsidiary guarantor is a guarantor under our senior credit facility. If any or all of the subsidiary guarantees are released or terminated or no longer required under our senior credit facility, such subsidiary guarantee(s) will be released under the indenture. The indenture does not contain any covenants that materially restrict our ability to sell, transfer or otherwise dispose of our assets, including the ownership interests of our subsidiaries, or the assets of any of our subsidiaries, except as described under the caption Description of Debt Securities Consolidation, Merger, Sale or Conveyance in the accompanying prospectus.

We may not be able to repurchase the notes upon a change of control.

Upon the occurrence of specific kinds of change of control events, each holder of notes will have the right to require us to repurchase all or any part of such holder s notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to the repurchase date. Our senior credit facility currently also provides that certain change of control events constitute a default. Any future credit agreement or other agreements relating to indebtedness to which we become a party may contain similar provisions. If we experience a change of control that triggers a default under our senior credit facility, such default could result in amounts outstanding under our senior credit facility being declared due and payable. We would be prohibited from purchasing the notes unless, and until, such time as our indebtedness under our senior credit facility was repaid in full. There can be no assurance that either we or our subsidiary guarantors would have sufficient financial resources available to satisfy all of our or their obligations under our senior credit facility and these notes in the event of a change of control. Our failure to purchase the notes as required under the indenture governing the notes would result in a default under the indenture, which could have material adverse consequences for us and the holders of the notes. See Description of the Notes and the Guarantees Repurchase at the Option of Holders Upon a Change of Control.

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USE OF PROCEEDS

We estimate that the net proceeds from the sale of the notes will be approximately $394.5 million (after deducting underwriter discounts and commissions and estimated offering expenses). We intend to use the net proceeds from this offering to fund a portion of the consideration for our pending acquisition of Ballast Point, which we expect to close before December 31, 2015. Pending the application of the net proceeds for this purpose, we intend to invest the net proceeds in short-term, interest-bearing instruments. We intend to use cash on hand and borrowings under our senior credit facility or other credit facilities to pay the balance of the consideration payable for our pending acquisition of Ballast Point. If we do not acquire Ballast Point, we expect to use the net proceeds of this offering to reduce outstanding indebtedness or for other general corporate purposes.

DIVIDEND POLICY

We have paid cash dividends on our common stock since May 2015. Payment of future cash dividends are subject to approval of our board of directors and are dependent upon our financial condition, results of operations, capital requirements and other factors deemed relevant by the board. In addition, the terms of our senior credit facility 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

The following table sets forth our historical ratio of earnings to fixed charges for the periods indicated. For the purpose of calculating the ratio of earnings to fixed charges, earnings represent income before 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.

	For the Six Months Ended		For the Fiscal Years Ended				
	August 31, 2015	August 31, 2014	February 28, 2015	February 28, 2014	February 28, 2013	February 29, 2012	February 28, 2011
Ratio of Earnings to Fixed Charges	5.6x	4.3x	4.3x	7.5x	3.2x	3.8x	3.6x

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CAPITALIZATION

The following table sets forth, as of August 31, 2015, our consolidated cash and cash equivalents and total capitalization on (i) an actual basis and (ii) as adjusted to give effect to the sale of the notes and investment of the net proceeds in short-term, interest bearing instruments.

(in millions)	August 31, 2015 (Unaudited) Actual	As Adjusted For Notes Issuance
Cash and Cash Equivalents	$ 329.7	$ 724.2
Long-Term Debt (including current portion):		
Revolving Credit Facility[a]		
U.S. Term A Loan	1,271.6	1,271.6
U.S. Term A-1 Loan	241.9	241.9
European Term A Loan	1,430.1	1,430.1
Accounts Receivable Securitization Facilities[b]		
Subsidiary Credit Facilities	83.5	83.5
% Senior Notes due 2025 offered hereby		400.0
7.250% Senior Notes due 2016[c]	699.1	699.1
7.250% Senior Notes due 2017	700.0	700.0
3.875% Senior Notes due 2019	400.0	400.0
3.750% Senior Notes due 2021	500.0	500.0
6.000% Senior Notes due 2022	600.0	600.0
4.250% Senior Notes due 2023	1,050.0	1,050.0
4.750% Senior Notes due 2024	400.0	400.0
Other Senior Debt	47.4	47.4
Total Debt	7,423.6	7,823.6
Stockholders Equity:		
Total CBI Stockholders Equity	6,062.8	6,062.8
Noncontrolling Interests	102.2	102.2
Total Stockholders Equity	6,165.0	6,165.0
Total Capitalization	$ 13,588.6	$ 13,988.6

(a) As of August 31, 2015, we had $1.1 billion of available undrawn revolving commitments under the revolving portion of our senior credit facility.
(b) As of August 31, 2015, we had $430.0 million available for borrowing under our accounts receivable securitization facilities.
(c) Represents $700.0 million less $0.9 million unamortized discount.

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DESCRIPTION OF THE NOTES AND THE GUARANTEES

The following discussion of the terms of the notes supplements the description of the general terms and provisions of the debt securities contained in the accompanying prospectus and identifies any general terms and provisions described in the accompanying prospectus that will not apply to the notes.

Unless otherwise indicated or the context requires otherwise, references in this section to we, us, our and the Company refer to Constellation Brands, Inc. only and not to its subsidiaries. Unless otherwise defined herein, capitalized terms used in the description below have the definitions given to them under Certain Definitions below.

General

The notes will be issued under an indenture and a supplemental indenture thereto (together, the *indenture*), among us, Manufacturers and Traders Trust Company, as trustee, and the guarantors named therein. You should read the accompanying prospectus for a general discussion of the terms and provisions of the indenture.

The indenture does not limit the amount of notes, debentures or other evidences of indebtedness that we may issue thereunder and provides that notes, debentures or other evidences of indebtedness may be issued from time to time thereunder in one or more series. We are initially offering the notes in the principal amount of $400,000,000. At any time following the issuance of the notes, we may, without the consent of the holders, issue additional notes (which are referred to as such below) and thereby increase that principal amount in the future, on the same terms and conditions and with the same CUSIP number as the notes we offer by this prospectus supplement.

The notes will mature on , 2025 and will bear interest at a rate of % per year. Interest on the notes will accrue from , 2025 or from the most recent interest payment date to which interest has been paid or duly provided for. We will pay interest on the notes semi-annually on and of each year, beginning , 2016. In each case, we:

- will pay interest to the person in whose name a note is registered at the close of business on the or preceding the interest payment date;
- will compute interest on the basis of a 360-day year consisting of twelve 30-day months;
- will make payments on the notes at the offices of the trustee; and
- may make payments by wire transfer for notes held in book-entry form or by check mailed to the address of the person entitled to the payment as it appears in the note register.

If any interest payment date or maturity or redemption date falls on a day that is not a business day, the required payment shall be made on the next business day as if it were made on the date such payment was due and no interest shall accrue on the amount so payable from and after such interest payment date or maturity or redemption date, as the case may be, to such next business day. Business day means any day that is not a day on which banking institutions in The City of New York are authorized or required by law or by executive order issued by a governmental authority or agency regulating such banking institutions, to close.

We will issue the notes only in fully registered form, without coupons, in denominations of $2,000 and any integral multiple of $1,000 in excess thereof.

Subsidiary Guarantees

Our obligations under the indenture and the notes, including the payment of principal of, and premium, if any, and interest on, the notes, will be fully and unconditionally guaranteed by the subsidiaries of the Company

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that are guarantors of the Company s obligations under our senior credit facility, provided that the guarantee of a subsidiary guarantor will be released to the extent such subsidiary guarantor is released as a guarantor under our senior credit facility or the facility (or a succ