

CONSTELLATION BRANDS INC  
Form POS EX  
July 14, 2003

As filed with the Securities and Exchange Commission on July 14, 2003

Registration No. 333-63480

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**Filed Pursuant to Rule 462(d)**

**TO**

**FORM S-3**

**REGISTRATION STATEMENT**

**Under**

**THE SECURITIES ACT OF 1933**

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<b>Delaware</b>	<b>Constellation Brands, Inc.</b>	<b>16-0716709</b>
	<b>and its subsidiary guarantors:</b>	
<b>New York</b>	<b>Batavia Wine Cellars, Inc.</b>	<b>16-1222994</b>
<b>New York</b>	<b>Canandaigua Wine Company, Inc.</b>	<b>16-1462887</b>
<b>New York</b>	<b>Constellation International Holdings Limited</b>	<b>16-1195581</b>
<b>New York</b>	<b>Roberts Trading Corp.</b>	<b>16-0865491</b>
<b>England and Wales</b>	<b>Canandaigua Limited</b>	<b>98-0198402</b>

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The Netherlands	Canandaigua B.V.	98-0205132
Delaware	Franciscan Vineyards, Inc.	94-2602962
California	Allberry, Inc.	68-0324763
California	Cloud Peak Corporation	68-0324762
California	M.J. Lewis Corp.	94-3065450
California	Mt. Veeder Corporation	94-2862667
Delaware	Barton Incorporated	36-3500366
Delaware	Barton Brands, Ltd.	36-3185921
Maryland	Barton Beers, Ltd.	36-2855879
Connecticut	Barton Brands of California, Inc.	06-1048198
Georgia	Barton Brands of Georgia, Inc.	58-1215938
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
Illinois	Monarch Import Company	36-3539106
(State or other jurisdiction of incorporation or organization)	(Exact name of registrants as specified in their charters)	(I.R.S. Employer Identification No.)

**300 WillowBrook Office Park**

**Fairport, New York 14450**

**716-218-2169**

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

**Thomas J. Mullin, Esq.**

**Executive Vice President and General Counsel**

**Constellation Brands, Inc.**

**300 WillowBrook Office Park**

**Fairport, New York 14450**

**585-218-3650**

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

\_\_\_\_\_  
Copy to:

**Bernard S. Kramer, Esq.**

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**McDermott, Will & Emery**

**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.

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. x

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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. "

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**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to Form S-3 Registration Statement is being filed solely to add Exhibits 12, 23.3 and 23.4 hereto to the Registration Statement on Form S-3 (Registration No. 333-63480) in accordance with Rule 462(d) under the Securities Act of 1933, as amended.

## PART II

## INFORMATION NOT REQUIRED IN THE PROSPECTUS

## ITEM 16. Exhibits

Exhibit Number	Description of Exhibit
1*	Form of Underwriting Agreement
4.1**	Indenture, dated February 25, 1999, by and among the registrants and BNY Midwest Trust Company (as successor to Harris Trust and Savings Bank) (filed as Exhibit 99.1 to the registrant's Current Report on Form 8-K filed on March 3, 1999, and incorporated herein by reference)
4.2**	Supplemental Indenture No. 3, dated August 6, 1999, by and among the registrants and BNY Midwest Trust Company (as successor to Harris Trust and Savings Bank) (filed as Exhibit 4.20 to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended August 31, 1999, and incorporated herein by reference)
4.3**	Supplemental Indenture No. 4, dated May 15, 2000, by and among the registrants and BNY Midwest Trust Company (as successor to Harris Trust and Savings Bank) (filed as Exhibit 4.1 to the registrant's Current Report on Form 8-K filed on May 12, 2000, and incorporated herein by reference)
4.4**	Supplemental Indenture No. 5, dated September 14, 2000, by and among the registrants and BNY Midwest Trust Company (as successor to The Bank of New York) (filed as Exhibit 4.1 to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended August 31, 2000, and incorporated herein by reference)
4.5**	Indenture, dated February 21, 2001, by and among the registrants and BNY Midwest Trust Company (filed as Exhibit 4.1 to the registrant's Registration Statement on Form S-4 (No. 333-60720) and incorporated herein by reference)
4.6**	Supplemental Indenture No. 6, dated as of August 21, 2001, by and among the registrants and BNY Midwest Trust Company (supplementing the Indenture dated February 25, 1999)
4.7**	Supplemental Indenture No. 1, dated as of August 21, 2001, by and among the registrants and BNY Midwest Trust Company (supplementing the Indenture dated February 21, 2001)
5.1**	Opinion of McDermott, Will & Emery
12	Computation of Ratio of Earnings to Fixed Charges
23.1**	Consent of Arthur Andersen LLP
23.2**	Consent of McDermott, Will & Emery (included as part of Exhibit 5.1)
23.3	Consent of KPMG LLP
23.4	Consent of PricewaterhouseCoopers
24**	Powers of Attorney (included on the signature pages of the registration statement)
25.1**	Statement of Eligibility of Trustee on Form T-1 for the indenture filed as Exhibit 4.1 to the registration statement (filed as Exhibit 25 to the registrant's Registration Statement on Form S-3 (No. 333-91587) and incorporated herein by reference)
25.2**	Statement of Eligibility of Trustee on Form T-1 for the indenture filed as Exhibit 4.5 to the registration statement (filed as Exhibit 25.1 to the registrant's Registration Statement on Form S-4 (No. 333-60720) and incorporated herein by reference)

\* To be filed as an exhibit to a report on Form 8-K.

\*\* Previously filed.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 Post Effective Amendment No. 1 to Form S-3 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Perinton, State of New York on July 14, 2003.

CONSTELLATION BRANDS, INC.

By: /s/ THOMAS S. SUMMER

\_\_\_\_\_  
Thomas S. Summer  
Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-3 Registration Statement has been signed by the following persons in the capacities indicated on July 14, 2003.

<u>Signature</u>	<u>Title</u>
* _____ Richard Sands	Chairman of the Board, Chief Executive Officer and a Director (Principal Executive Officer)
* _____ Robert Sands	President, Chief Operating Officer and a Director
/s/ THOMAS S. SUMMER _____ Thomas S. Summer	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
* _____ Thomas C. McDermott	Director
* _____ James A. Locke III	Director
* _____ Paul L. Smith	Director

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Director

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George Bresler

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Director

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Jeananne K. Hauswald

\*By: /s/ THOMAS S. SUMMER

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Thomas S. Summer  
Attorney-in-fact





**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 Post-Effective Amendment No. 1 to Form S-3 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Perinton, State of New York on July 14, 2003.

BARTON INCORPORATED

By:                   /s/ THOMAS S. SUMMER

Thomas S. Summer  
Vice President

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-3 Registration Statement has been signed by the following persons in the capacities indicated on July 14, 2003.

<u>Signature</u>	<u>Title</u>
* <hr/>	President, Chief Executive Officer and a Director (Principal Executive Officer)
Alexander L. Berk	
/s/ THOMAS S. SUMMER <hr/>	Vice President
Thomas S. Summer	(Principal Financial Officer and Principal Accounting Officer)
* <hr/>	Senior Vice President, Treasurer and a Director [?]
Troy J. Christensen	
* <hr/>	Vice President and a Director
Edward L. Golden	
* <hr/>	Vice President and a Director
Richard Sands	
* <hr/>	Vice President and a Director
Robert Sands	
* <hr/>	Senior Vice President, Secretary and a Director

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Elizabeth Kutyla

\*

Director

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William F. Hackett

\*By: /s/ THOMAS S. SUMMER

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Thomas S. Summer  
Attorney-in-fact

**SIGNATURES**

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BARTON BRANDS, LTD.

By: /s/ THOMAS S. SUMMER  
\_\_\_\_\_  
Thomas S. Summer  
Vice President

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-3 Registration Statement has been signed by the following persons in the capacities indicated on July 14, 2003.

<u>Signature</u>	<u>Title</u>
* _____ Edward L. Golden	President and a Director (Principal Executive Officer)
/s/ THOMAS S. SUMMER _____ Thomas S. Summer	Vice President  (Principal Financial Officer and Principal Accounting Officer)
* _____ Troy J. Christensen	Senior Vice President, Treasurer, and a Director
* _____ Alexander L. Berk	Executive Vice President and a Director
* _____ Elizabeth Kutyla	Senior Vice President, Secretary and a Director

\*By: /s/ THOMAS S. SUMMER  
\_\_\_\_\_  
Thomas S. Summer

Attorney-in-fact

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 Post-Effective Amendment No. 1 to Form S-3 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Perinton, State of New York on July 14, 2003.

BARTON BEERS, LTD.

By: /s/ THOMAS S. SUMMER

Thomas S. Summer

Vice President

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-3 Registration Statement has been signed by the following persons in the capacities indicated on July 14, 2003.

<u>Signature</u>	<u>Title</u>
<u>*</u>	Chief Executive Officer and a Director
Richard Sands	(Principal Executive Officer)
	Vice President
<u>/s/ THOMAS S. SUMMER</u>	(Principal Financial Officer and Principal Accounting Officer)
Thomas S. Summer	
<u>*</u>	Senior Vice President, Treasurer, and a Director
Troy J. Christensen	
<u>*</u>	Executive Vice President and a Director
Alexander L. Berk	
<u>*</u>	Senior Vice President, Secretary and a Director
Elizabeth Kutyla	
<u>*</u>	President and a Director
William F. Hackett	

\*By: /s/ THOMAS S. SUMMER

---

Thomas S. Summer  
Attorney-in-fact

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 Post-Effective Amendment No. 1 to Form S-3 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Perinton, State of New York on July 14, 2003.

BARTON BRANDS OF CALIFORNIA, INC.

By:         /s/ THOMAS S. SUMMER        

Thomas S. Summer  
Vice President

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-3 Registration Statement has been signed by the following persons in the capacities indicated on July 14, 2003.

<u>Signature</u>	<u>Title</u>
* <hr/>	President and a Director (Principal Executive Officer)
Alexander L. Berk	
	Vice President
<u>        /s/ THOMAS S. SUMMER        </u>	(Principal Financial Officer and Principal Accounting Officer)
Thomas S. Summer	
* <hr/>	Senior Vice President, Treasurer and a Director
Troy J. Christensen	
* <hr/>	Vice President and a Director
Edward L. Golden	
* <hr/>	Senior Vice President, Secretary and a Director
Elizabeth Kutyla	

\*By:         /s/ THOMAS S. SUMMER        

Thomas S. Summer

Attorney-in-fact



**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 Post-Effective Amendment No. 1 to Form S-3 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Perinton, State of New York on July 14, 2003.

BARTON BRANDS OF GEORGIA, INC.

By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Vice President

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-3 Registration Statement has been signed by the following persons in the capacities indicated on July 14, 2003.

<u>Signature</u>	<u>Title</u>
* _____ Alexander L. Berk	President and a Director (Principal Executive Officer)
/s/ THOMAS S. SUMMER _____ Thomas S. Summer	Vice President  (Principal Financial Officer and Principal Accounting Officer)
* _____ Troy J. Christensen	Senior Vice President, Treasurer, and a Director
* _____ Edward L. Golden	Vice President and a Director
* _____ Elizabeth Kutyla	Senior Vice President, Secretary and a Director

\*By: /s/ THOMAS S. SUMMER

Thomas S. Summer

Attorney-in-fact

**SIGNATURES**

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BARTON DISTILLERS IMPORT CORP.

By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Vice President

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-3 Registration Statement has been signed by the following persons in the capacities indicated on July 14, 2003.

<u>Signature</u>	<u>Title</u>
*	
<hr/> Alexander L. Berk	President and a Director (Principal Executive Officer)
/s/ THOMAS S. SUMMER	
<hr/> Thomas S. Summer	Vice President (Principal Financial Officer and Principal Accounting Officer)
*	
<hr/> Troy J. Christensen	Senior Vice President, Treasurer, and a Director
*	
<hr/> Edward L. Golden	Director
*	
<hr/> Elizabeth Kutyla	Senior Vice President, Secretary and a Director

\*By: /s/ THOMAS S. SUMMER

Thomas S. Summer

Attorney-in-fact

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 Post-Effective Amendment No. 1 to Form S-3 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Perinton, State of New York on July 14, 2003.

BARTON FINANCIAL CORPORATION

By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Vice President

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-3 Registration Statement has been signed by the following persons in the capacities indicated on July 14, 2003.

<u>Signature</u>	<u>Title</u>
*	
<hr/>	
Troy J. Christensen	President, Secretary and a Director (Principal Executive Officer)
<u>/s/ THOMAS S. SUMMER</u>	Vice President
<hr/>	
Thomas S. Summer	(Principal Financial Officer and Principal Accounting Officer)
*	
<hr/>	
Michael A. Napientek	Assistant Secretary and a Director

\*By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Attorney-in-fact

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**SIGNATURES**

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BARTON BEERS OF WISCONSIN, LTD.

By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Vice President

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-3 Registration Statement has been signed by the following persons in the capacities indicated on July 14, 2003.

<u>Signature</u>	<u>Title</u>
* <hr/> James P. Ryan	President, Chief Executive Officer and a Director (Principal Executive Officer)
/s/ THOMAS S. SUMMER <hr/> Thomas S. Summer	Vice President (Principal Financial Officer and Principal Accounting Officer)
* <hr/> Troy J. Christensen	Senior Vice President, Treasurer and a Director
* <hr/> Alexander L. Berk	Executive Vice President and a Director
* <hr/> William F. Hackett	Director
* <hr/> Elizabeth Kutyla	Senior Vice President, Secretary and a Director

\*By: /s/ THOMAS S. SUMMER

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Thomas S. Summer  
Attorney-in-fact

**SIGNATURES**

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MONARCH IMPORT COMPANY

By:                     /s/ THOMAS S. SUMMER                    

Thomas S. Summer  
Vice President

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-3 Registration Statement has been signed by the following persons in the capacities indicated on July 14, 2003.

<u>Signature</u>	<u>Title</u>
* _____ James P. Ryan	Chief Executive Officer and Vice President (Principal Executive Officer)
/s/ THOMAS S. SUMMER _____ Thomas S. Summer	Vice President  (Principal Financial Officer and Principal Accounting Officer)
* _____ Troy J. Christensen	Senior Vice President, Treasurer and a Director
* _____ Alexander L. Berk	President and a Director
* _____ William F. Hackett	Vice President and a Director
* _____ Elizabeth Kutyla	Senior Vice President, Secretary and a Director



\*By: /s/ THOMAS S. SUMMER

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Thomas S. Summer  
Attorney-in-fact



**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 Post-Effective Amendment No. 1 to Form S-3 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Perinton, State of New York on July 14, 2003.

CONSTELLATION INTERNATIONAL HOLDINGS LIMITED

By:                   /s/ THOMAS S. SUMMER                  

Thomas S. Summer  
Treasurer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-3 Registration Statement has been signed by the following persons in the capacities on July 14, 2003.

<u>Signature</u>	<u>Title</u>
 	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>                  /s/ RICHARD SANDS                  </u>	
Richard Sands	
 	Treasurer (Principal Financial Officer and Principal Accounting Officer)
<u>                  /s/ THOMAS S. SUMMER                  </u>	
Thomas S. Summer	



**SIGNATURES**

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CANANDAIGUA LIMITED

By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Finance Director

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-3 Registration Statement has been signed by the following persons in the capacities on July 14, 2003.

<u>Signature</u>	<u>Title</u>
<u>*</u> Robert Sands	Chief Executive Officer and a Director (Principal Executive Officer and Authorized Representative in the United States)
<u>/s/ THOMAS S. SUMMER</u> Thomas S. Summer	Finance Director (Principal Financial Officer and Principal Accounting Officer)
<u>*</u> Anne Colquhoun	Secretary and a Director
<u>*</u> Nigel Hodges	Treasurer and a Director

\*By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Attorney-in-fact

**SIGNATURES**

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BARTON CANADA, LTD.

By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Vice President

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-3 Registration Statement has been signed by the following persons in the capacities indicated on July 14, 2003.

<u>Signature</u>	<u>Title</u>
* _____ Alexander L. Berk	President and a Director (Principal Executive Officer)
/s/ THOMAS S. SUMMER _____ Thomas S. Summer	Vice President  (Principal Financial Officer and Principal Accounting Officer)
* _____ Troy J. Christensen	Senior Vice President, Treasurer and a Director
* _____ Edward L. Golden	Vice President and a Director
* _____ Elizabeth Kutyla	Senior Vice President, Secretary and a Director

\*By: /s/ THOMAS S. SUMMER

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Thomas S. Summer  
Attorney-in-fact

**SIGNATURES**

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FRANCISCAN VINEYARDS, INC.

By:           /s/ THOMAS S. SUMMER  
Thomas S. Summer  
Vice President and Treasurer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-3 Registration Statement has been signed by the following persons in the capacities indicated on July 14, 2003.

**Signature**

**Title**

\*

\_\_\_\_\_  
Agustin Francisco Huneus

President and Chief Executive Officer (Principal Executive Officer)

/s/ THOMAS S. SUMMER

Thomas S. Summer

Vice President and Treasurer  
(Principal Financial Officer and Principal Accounting Officer)

\*

\_\_\_\_\_  
Richard Sands

Vice President and a Director

\*

\_\_\_\_\_  
Robert Sands

Vice President and a Director

\*By:           /s/ THOMAS S. SUMMER  
Thomas S. Summer  
Attorney-in-fact





**SIGNATURES**

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ALLBERRY, INC.

By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Vice President and Treasurer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-3 Registration Statement has been signed by the following persons in the capacities indicated on July 14, 2003.

<u>Signature</u>	<u>Title</u>
*	President (Principal Executive Officer)
_____	
Agustin Francisco Huneeus	
_____	Vice President and Treasurer
Thomas S. Summer	(Principal Financial Officer and Principal Accounting Officer)
*	Vice President and a Director
_____	
Richard Sands	
*	Vice President and a Director
_____	
Robert Sands	

\*By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Attorney-in-fact

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 Post-Effective Amendment No. 1 to Form S-3 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Perinton, State of New York on July 14, 2003.

CLOUD PEAK CORPORATION

By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Vice President and Treasurer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-3 Registration Statement has been signed by the following persons in the capacities indicated on July 14, 2003.

<u>Signature</u>	<u>Title</u>
<u>*</u> Agustin Francisco Huneeus	President (Principal Executive Officer)
<u>/s/ THOMAS S. SUMMER</u> Thomas S. Summer	Vice President and Treasurer (Principal Financial Officer and Principal Accounting Officer)
<u>*</u> Richard Sands	Vice President and a Director
<u>*</u> Robert Sands	Vice President and a Director

\*By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Attorney-in-fact



**SIGNATURES**

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M.J. LEWIS CORP.

By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Vice President and Treasurer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-3 Registration Statement has been signed by the following persons in the capacities indicated on July 14, 2003.

<u>Signature</u>	<u>Title</u>
* _____ Agustin Francisco Huneeus	President (Principal Executive Officer)
_____ Thomas S. Summer	Vice President and Treasurer (Principal Financial Officer and Principal Accounting Officer)
* _____ Richard Sands	Vice President and a Director
* _____ Robert Sands	Vice President and a Director

\*By: /s/ THOMAS S. SUMMER

Thomas S. Summer  
Attorney-in-fact

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 Post-Effective Amendment No. 1 to Form S-3 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Perinton, State of New York on July 14, 2003.

MT. VEEDER CORPORATION

By:    /s/ THOMAS S. SUMMER

Thomas S. Summer  
Vice President and Treasurer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-3 Registration Statement has been signed by the following persons in the capacities indicated on July 14, 2003.

Signature

Title

    
\*

President (Principal Executive Officer)

Agustin Francisco Huneeus

Vice President and Treasurer

   /s/ THOMAS S. SUMMER

(Principal Financial Officer and Principal Accounting Officer)

Thomas S. Summer

    
\*

Vice President and a Director

Richard Sands

    
\*

Vice President and a Director

Robert Sands

\*By:    /s/ THOMAS S. SUMMER

Thomas S. Summer  
Attorney-in-fact



## EXHIBIT INDEX

Exhibit Number	Description of Exhibit
1*	Form of Underwriting Agreement
4.1**	Indenture, dated February 25, 1999, by and among the registrants and BNY Midwest Trust Company (as successor to Harris Trust and Savings Bank) (filed as Exhibit 99.1 to the registrant's Current Report on Form 8-K filed on March 3, 1999, and incorporated herein by reference)
4.2**	Supplemental Indenture No. 3, dated August 6, 1999, by and among the registrants and BNY Midwest Trust Company (as successor to Harris Trust and Savings Bank) (filed as Exhibit 4.20 to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended August 31, 1999, and incorporated herein by reference)
4.3**	Supplemental Indenture No. 4, dated May 15, 2000, by and among the registrants and BNY Midwest Trust Company (as successor to Harris Trust and Savings Bank) (filed as Exhibit 4.1 to the registrant's Current Report on Form 8-K filed on May 12, 2000, and incorporated herein by reference)
4.4**	Supplemental Indenture No. 5, dated September 14, 2000, by and among the registrants and BNY Midwest Trust Company (as successor to The Bank of New York) (filed as Exhibit 4.1 to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended August 31, 2000, and incorporated herein by reference)
4.5**	Indenture, dated February 21, 2001, by and among the registrants and BNY Midwest Trust Company (filed as Exhibit 4.1 to the registrant's Registration Statement on Form S-4 (No. 333-60720) and incorporated herein by reference)
4.6**	Supplemental Indenture No. 6, dated as of August 21, 2001, by and among the registrants and BNY Midwest Trust Company (supplementing the Indenture dated February 25, 1999)
4.7**	Supplemental Indenture No. 1, dated as of August 21, 2001, by and among the registrants and BNY Midwest Trust Company (supplementing the Indenture dated February 21, 2001)
5.1**	Opinion of McDermott, Will & Emery
12	Computation of Ratio of Earnings to Fixed Charges
23.1**	Consent of Arthur Andersen LLP
23.2**	Consent of McDermott, Will & Emery (included as part of Exhibit 5.1)
23.3	Consent of KPMG LLP
23.4	Consent of PricewaterhouseCoopers
24**	Powers of Attorney (included on the signature pages of the registration statement)
25.1**	Statement of Eligibility of Trustee on Form T-1 for the indenture filed as Exhibit 4.1 to the registration statement (filed as Exhibit 25 to the registrant's Registration Statement on Form S-3 (No. 333-91587) and incorporated herein by reference)
25.2**	Statement of Eligibility of Trustee on Form T-1 for the indenture filed as Exhibit 4.5 to the registration statement (filed as Exhibit 25.1 to the registrant's Registration Statement on Form S-4 (No. 333-60720) and incorporated herein by reference)

\* To be filed as an exhibit to a report on Form 8-K.

\*\* Previously filed.