

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA**

	)	
UNITED STATES OF AMERICA,	)	
	)	
<i>Plaintiff,</i>	)	
	)	
v.	)	Civil Action No. 13:127 (RWR)
	)	Judge Richard W. Roberts
ANHEUSER-BUSCH InBEV SA/NV, <i>et al.</i> ,	)	
	)	
<i>Defendants.</i>	)	
	)	

**JOINT MOTION TO STAY PROCEEDINGS**

Plaintiff and Defendants (the "Parties"), with the consent of the Proposed Intervenor Defendants,<sup>1</sup> respectfully move for the entry of the attached proposed Order for a limited stay of this matter until March 19, 2013.

On February 14, 2013, the Defendants announced a revised transaction that relates to the Proposed Acquisition alleged in the Complaint. As part of Defendant Anheuser-Busch InBev’s (“ABI”) proposed acquisition of the 50% of Grupo Modelo it does not already own, ABI would sell to Constellation Brands, Inc. a brewery that currently produces certain Grupo Modelo beers, and would grant perpetual brand licenses to Constellation for Grupo Modelo brands in the U.S., along with other assets. The Plaintiff is investigating whether the revised transaction resolves the competitive concerns alleged in the Complaint. Defendants’ position is that the revised transaction resolves the concerns raised in the Complaint. The Parties agree that a stay of litigation proceedings until March 19, 2013 would be beneficial to the Parties and conserve

<sup>1</sup> On February 8, 2013, non-parties Constellation Brands, Inc. and Crown Imports LLC filed a Motion to Intervene in this litigation as party-defendants. The United States has not yet responded to the Motion. The Proposed Intervenor Defendants have consented to the proposed stay herein, which includes a stay of the briefing on their Motion to Intervene.

efficient use of the Court's resources while this investigation, and the Parties' discussions regarding a potential resolution of this litigation, take place. The Parties will file a joint status report with the Court no later than March 19, 2013 and, if efforts at resolution are unsuccessful, propose a scheduling order to govern the remaining conduct of the litigation.

**Points and Authorities**

Courts have "broad discretion" to stay proceedings. *Clinton v. Jones*, 520 U.S. 681, 706 (1997). "[T]he power to stay proceedings is incidental to the power inherent in every court to control the disposition of the causes on its docket with economy of time and effort for itself, for counsel, and for litigants." *Landis v. North Am. Co.*, 299 U.S. 248, 254 (1936); *see also* Fed. R. Civ. P. 1. The Parties agree that a stay will help secure the just and efficient resolution of this proceeding.

Dated: February 20, 2013

s/ Mary Strimel

Mary Strimel (D.C. Bar 455303)  
United States Department of Justice  
Antitrust Division  
450 5th Street, N.W.  
Tel: (202) 616-5949  
mary.strimel@usdoj.gov

*On behalf of Plaintiff*

CRAVATH, SWAINE & MOORE LLP,

by

s/ Yonatan Even

Yonatan Even (*pro hac vice*)  
825 Eighth Avenue  
New York, NY 10019-7475  
(212) 474-1000  
yeven@cravath.com

*Counsel for Grupo Modelo S.A.B de C.V.*

Respectfully submitted,

s/ Steven C. Sunshine

Steven C. Sunshine (D.C. Bar No. 450078)  
Gregory B. Craig (D.C. Bar No. 164640)  
SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM LLP  
1440 New York Avenue, N.W.  
Washington, DC 20005-2111  
Tel: (202) 371-7000  
Steven.Sunshine@skadden.com  
Gregory.Craig@skadden.com

James A. Keyte (*pro hac vice*)  
Karen Hoffman Lent (*pro hac vice*)  
SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM LLP  
4 Times Square  
New York, NY 10036-6522  
Tel: (212) 735-3000  
James.Keyte@skadden.com  
Karen.Lent@skadden.com

Thomas J. Nolan (*pro hac vice pending*)  
SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM LLP  
300 South Grand Avenue, Suite 3400  
Los Angeles, California 90071  
Tel: (213) 687-5000  
Thomas.Nolan@skadden.com

*Counsel for Anheuser-Busch InBev SA/NV*

SEEN AND AGREED:

*s/ Raymond A. Jacobsen* \_\_\_\_\_

Margaret H. Warner (D.C. Bar No. 359009)  
Raymond A. Jacobsen (D.C. Bar. No. 913988)  
Jon B. Dubrow (D.C. Bar No. 442479)  
McDermott, Will & Emery LLP  
500 North Capitol Street, N.W.  
Washington, D.C. 20001  
mwarner@mwe.com  
rayjacobsen@mwe.com  
jdubrow@mwe.com

*Counsel for Proposed Intervenor Defendants  
Constellation Brands, Inc. and Crown  
Imports LLC*

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA**

_____	)	
UNITED STATES OF AMERICA,	)	
	)	
<i>Plaintiff,</i>	)	
	)	
v.	)	Civil Action No. 13:127 (RWR)
	)	Judge Richard W. Roberts
ANHEUSER-BUSCH INBEV SA/NV, <i>et al.</i> ,	)	
	)	
<i>Defendants.</i>	)	
_____	)	

**[PROPOSED] ORDER**

UPON CONSIDERATION of the Parties' Joint Motion to Stay Proceedings and for good cause shown, it is hereby ORDERED that the Joint Motion is GRANTED.

It is further ORDERED that litigation deadlines in this matter are STAYED until March 19, 2013 and that all pending deadlines are tolled.

It is further ORDERED that the Parties shall file a joint status report with the Court no later than March 19, 2013 and, if efforts at resolution are unsuccessful, also propose a scheduling order to govern the remaining conduct of the litigation.

SIGNED this \_\_\_\_\_ day of February, 2013.

\_\_\_\_\_  
RICHARD W. ROBERTS  
United States District Judge