



America's Beer Distributors ■ www.nbwa.org

July 21, 2013

Mr. James Tierney
 Networks and Technology Enforcement Section
 Antitrust Division
 Department of Justice
 450 Fifth Street NW, Suite 7700
 Washington, D.C. 20530

Re: *United States v. Anheuser-Busch InBev SA/NV and Grupo Modelo S.A.B. de C.V.*
Request for Clarification on the Proposed Final Judgment

Dear Mr. Tierney:

Founded in 1938, the National Beer Wholesalers Association (NBWA) is a trade association that represents the interests of over 3,300 licensed, independent beer distribution permittees in the United States. NBWA's purpose is to provide leadership and support to its independent beer distributor members, which operate in all 50 states and employ over 130,000 individuals. NBWA works to support the state-based, transparent and accountable system of alcohol distribution that protects American consumers, by promoting both competition and responsibility in the manufacture, distribution, sale and consumption of beer.

America's independent beer distributors play a unique and important role in the beer industry – they provide the world's best variety to consumers; facilitate healthy competition; help brewers and importers of all sizes grow; balance a robust marketplace with public safety; and ensure local accountability to state and federal authorities. Our members take particular pride in their efforts to ensure that American consumers enjoy the greatest choice, variety and selection of beer. In that regard, America's independent beer distributors are uniquely positioned and incentivized to facilitate access to the market for new and innovative products.

We have reviewed the Proposed Final Judgment in the above-referenced matter, and write to request clarification related to Section XII, entitled Notification of Future Transactions. Is it correct that Anheuser-Busch InBev (ABI) must provide at least sixty (60) calendar days advance notice to the United States prior to acquiring, directly or indirectly, a beer distributor, where:

- (1) the transaction is not otherwise subject to the HSR Act or within the type of acquisitions identified in 16 CFR 802.1 and 802.9;
- (2) the beer distributor to be acquired is licensed to distribute a non-ABI beer brand from a brewer, importer or brand owner (other than ABI) that derives more than \$7.5 million in annual gross revenue from beer sales in the United States; and
- (3) the beer distributor's license to distribute the non-ABI beer brand generates at least \$3 million in actual gross revenue in the United States?



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We believe this is the correct interpretation of Section XII, and that it is consistent with the parties' current understanding; however, because these provisions may be examined years from now when personnel and incentives may have changed, we believe it would be preferable for the Division's Response to Public Comment to clarify this question, so as to avoid any attempt by an interested party to argue to the contrary.

Thank you for your consideration of this matter and please do not hesitate to contact me if you have any questions.

Sincerely,

A handwritten signature in cursive script that reads "Paul Pisano".

Paul Pisano
Senior Vice President & General Counsel