



GRUPO MODELO, S.A.B. DE C.V.

April 17, 2013

U.S. v. Anheuser-Busch InBev SA/NV, et al., No. 13-00127-RWR

Dear Mary:

At the request of the Antitrust Division of the United States Department of Justice, Grupo Modelo, S.A.B. de C.V. ("Grupo Modelo"), in connection with the above-captioned action, hereby represents as follows:

- **Future Expansion.** Grupo Modelo is not aware at this time of any material impediment (physical, legal, regulatory or otherwise) to the expansion of the Piedras Negras plant to operate at a nominal capacity of thirty million (30,000,000) hectoliters of beer per annum (assuming that sufficient capital expenditures shall have been made and necessary permits shall have been sought).
- **Proprietary Inputs.** With the exception of yeast and recipes, there are no proprietary inputs required to operate the Piedras Negras plant.
- **Sufficiency.** Grupo Modelo is not aware at this time of any additional assets beyond the Divestiture Assets (as that term is defined in the proposed Final Judgment) that would need to be transferred to Constellation Brands, Inc. ("Constellation") in order to operate the Piedras Negras plant.

The Divestiture Assets include all of the assets, properties and rights owned by Grupo Modelo that Constellation would need to obtain from Grupo Modelo in order to import, distribute, market and sell the Modelo Beer Brands (as that term is defined in the proposed Final Judgment) in the U.S. through Crown Imports LLC. This representation will be effective until the Monitoring Trustee's services shall have been terminated pursuant to Section IIX.I. of the proposed Final Judgment.

- **Employees.** At this time, all employees who spend substantially all of their time working at the Piedras Negras plant are employed by Servicios Modelo de Coahuila, S.A. de C.V., except for the employees of independent contractors who perform job functions not directly related to the production of beer at the Piedras Negras plant, including but not limited to gardening, cleaning and medical services.

Sincerely,

GRUPO MODELO, S.A.B. DE C.V.

By: 

Name: *Carlos Fernandez*

Title: *CEO*

Mary Strimel, Esq.
U.S. Department of Justice
Networks and Technology Enforcement Division
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