

**Willingham
& Côté, P.C.**
attorneys & counselors at law

333 Albert Avenue, Suite 500, East Lansing, MI 48823-4394
(517)351-6200 Fax (517)351-1195
www.willinghamcote.com

Anthony S. Kogut
(517) 324-1046 - Direct Dial
akogut@willinghamcote.com - E-mail

January 16, 2009

VIA HAND DELIVERY AND U.S. MAIL

Mr. Joshua H. Soven, Esq.
Chief
Litigation I Section
Antitrust Division
U.S. Department of Justice
1401 H Street, NW
Suite 4000
Washington, D.C. 20530

RE: Written Comments on Proposed Final Judgment
United States of America v InBev N.V./S.A., et al
U.S.D.C. for D.C., Case: 1:08-cv-01965

Dear Mr. Soven:

This letter is submitted on the Proposed Final Judgment in the above-referenced action which requires InBev N.V./S.A. to divest all assets associated with the Labatt Brand consistent with the Antitrust Procedures and Penalties Act, 15 U.S. C. Sec. 16 (b)-(c).

This office represents Tri-County Beverage Company, a Labatt USA wholesaler headquartered in Dearborn and Warren, Michigan. Tri-County Beverage services the Detroit, Michigan, metropolitan area which is an important market for the Labatt Brand. The Labatt Brand is a critical and integral component of Tri-County Beverage's portfolio, with the Labatt Brand accounting for about 50% of Tri-County Beverage's annual sales (approximately 2.5 million cases out of 5.5 million cases of total sales).

We are in receipt of a copy of the January 15, 2008, letter sent to you by Mr. James Coyne King on behalf of his clients, Esber Beverage Company, RL Lipton Co,

Mr. Joshua H. Soven
January 16, 2009
Page 2

and Tri County Distributing, Co. We write because we share many of the concerns raised by Mr. King in his letter.

We agree with the observation that the Acquirer of the Labatt Brand must be well-positioned to support and market the Labatt Brand "so that the position of the Labatt Brand is maintained and enhanced." The Labatt Brand is a niche product with a specific set of characteristics that make the Brand appealing in particular markets, such as Michigan. Much of the Labatt's Brand competitive position derives from its status as a Canadian import. As such, it is particularly popular in states (such as Michigan) which border or are in close proximity to Canada. We agree that the "Labatt Brand products also have a price point more akin to domestic premium brands...than most imported beers". The Labatt Brand market position, as a Canadian import for the price of a domestic, has been the "lynchpin" of the Labatt's Brand success. (See page 2 of Mr. King's letter). We concur in the comments made on pages 4 through 6 of Mr. King's January 15th letter which support the concept "that the viability of a divested business line as a competitor is crucial to the usefulness of divestiture as a cure for an antitrust violation" and his comments concerning the need to have a viable Acquirer to effectuate that principle and reach that goal of divestiture.

Wholesalers have spent many years -- with a commensurate expenditure of time, money and effort -- nurturing and building the Labatt Brand to make it the success it is today in states like Michigan. For example, Tri-County Beverage spent approximately \$400,000 to advertise and promote the Labatt Brand in 2008 to complement the approximately \$2 million dollars spent by Labatt to advertise and promote the Labatt Brand in metropolitan Detroit during that same period. Similar sums were expended by Tri-County Beverage and Labatt in previous years. To maintain the Labatt's Brand competitive viability it is critical that it continue as a Canadian import and that the Acquiring entity continue the strategies and pricing which have made the Labatt Brand a success. Should an inappropriate Acquirer obtain the Labatt Brand and not follow the strategies and pricing that have heretofore made the Brand successful (through the efforts of the existing wholesaler network), it will have a devastating effect on the Labatt Brand market share and competition in the industry.

Given the well thought out submission presented by Mr. King we have kept our comments to a minimum. We urge that the referenced comments be considered to help guide the decision making process.

Mr. Joshua H. Soven
January 16, 2009
Page 3

Tri-County Beverage stands ready and willing to meet with you or to supplement this letter with other information you may deem useful.

Thank you for your attention to this matter.

Very truly yours,

Willingham & Côté, P.C.

A handwritten signature in black ink, appearing to read 'A. S. Kogut', with a long horizontal flourish extending to the right.

Anthony S. Kogut

ASK/nlh

cc: Mr. James Coyne King
Mr. Ron Feldman