

**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 EXTEND THE STAY**

Plaintiff and Defendants (the “Parties”), with the consent of the Proposed Intervenor Defendants Constellation Brands, Inc. (“Constellation”) and Crown Imports LLC (collectively, “Proposed Intervenor Defendants”), respectfully move for the entry of the attached proposed Order for a limited extension of the stay that is currently in place until April 9, 2013.

On January 31, 2013, the United States filed a Complaint alleging that Defendant Anheuser-Busch InBev’s (“ABI”) proposed acquisition of Defendant Grupo Modelo, S.A.B. de C.V. (“Grupo Modelo”) was likely to lessen competition substantially in violation of Section 7 of the Clayton Act, 15 U.S.C. § 18. On February 14, 2013, the Defendants announced a revised transaction that relates to the proposed acquisition alleged in the Complaint. As part of Defendant ABI’s proposed acquisition of the 50% of Grupo Modelo it does not already own, ABI would, along with other assets, sell to Constellation a brewery in Mexico that currently produces certain Grupo Modelo beers for sale in the United States, and would grant perpetual brand licenses to Constellation for Grupo Modelo brands in the United States. On February 22, 2013, the Court ordered a stay of these proceedings [Doc. No. 21] to allow the Plaintiff time to investigate the revised transaction.

Since the February 22, 2013 stay, the Parties and Proposed Intervenor Defendants have made substantial progress toward a resolution of this matter based on the terms of the revised transaction.

The parties request additional time to continue their discussions and, should the parties reach a resolution, complete the necessary court filings pursuant to the Antitrust Procedures and Penalties Act (“APPA”), 15 U.S.C. § 16(b)-(h), which applies to civil antitrust cases brought and settled by the United States.

**SETTLEMENT PROCESS:**

The APPA requires that the United States and the Court take certain steps before a proposed consent judgment may be entered. Should the parties reach a resolution, that agreement will be filed with the Court as a proposed consent judgment, along with a Competitive Impact Statement that, *inter alia*, sets forth the alleged violation of the antitrust laws, and how the proposed relief eliminates the anticompetitive effects of the acquisition. 15 U.S.C. § 16(b). After a sixty-day period for public comment, the Court may enter the proposed consent judgment if it is found to be “in the public interest.” *United States v. Abitibi-Consolidated Inc.*, 584 F. Supp. 2d 162, 164 (D.D.C. 2008).

**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.

An extension of the stay will likely enable the parties to complete their discussions regarding the possibility of a resolution. Further, extending the stay will also enable the parties and nonparties who would likely otherwise receive Rule 45 document subpoenas to avoid incurring substantial litigation expenses that would ultimately prove unnecessary if a settlement were reached. Should the parties agree on a settlement, the Court would have an opportunity to review the settlement pursuant to the APPA, and determine whether the proposed settlement is in the public-interest.

Dated: March 15, 2013

/s/David Z. Gringer

David Z. Gringer  
United States Department of Justice  
Antitrust Division  
450 5th Street, N.W., Suite 7100  
Washington, D.C. 20530  
Tel: (202) 532-4537  
david.gringer@usdoj.gov

*On behalf of Plaintiff*

CRAVATH, SWAINE & MOORE LLP,

by

/s/Richard J. Stark

Richard J. Stark (USDC Bar No. MI0010)  
Yonatan Even (*pro hac vice*)

825 Eighth Avenue  
New York, NY 10019-7475  
(212) 474-1000  
rstark@cravath.com  
yeven@cravath.com

*Attorneys 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*)  
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/Margaret H. Warner

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  
Tel: (202) 756-8000  
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**

In light of the parties' representations in their joint motion to extend the stay, it is hereby ORDERED that the parties' joint motion [22] to extend the stay in this case be, and hereby is GRANTED. This case is STAYED and ADMINISTRATIVELY CLOSED through April 9, 2013, and all pending deadlines are tolled. It is further

ORDERED that if the parties reach a resolution, that agreement, consistent with the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16(b)-(h), which applies to civil antitrust cases brought and settled by the United States, will be promptly filed with the Court as a proposed consent judgment, along with a Competitive Impact Statement that, *inter alia*, sets forth the alleged violation of the antitrust laws, and how the proposed relief eliminates the anticompetitive effects of the acquisition. 15 U.S.C. § 16(b). It is further

ORDERED that all parties file by April 9, 2013 a joint status report and proposed scheduling order if the case is not resolved before then.

SIGNED this \_\_\_ day of March, 2013

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