WILLAMETTE VALLEY VINEYARDS INC
Form DEF 14A
June 13, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant (X)
Filed by a Party other than the Registrant ( )

Check the appropriate box:
( ) Preliminary Proxy Statement
( ) Confidential, for Use of the Commission Only (as permitted by Rule 14a-6 (e)(2))
(X) Definitive Proxy Statement
( ) Definitive Additional Materials
( ) Soliciting Material Pursuant to 240.14a-12

WILLAMETTE VALLEY VINEYARDS, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

(X) No fee required.
( ) Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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(2) Aggregate number of securities to which transaction applies:

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(4) Proposed maximum aggregate value of transaction:

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Notice of the Annual Meeting of Stockholders
To be held July 10, 2005

Dear Shareholders,

You are cordially invited to the 2005 Annual Meeting of Shareholders ("Annual Meeting") of Willamette Valley Vineyards, Inc., which will be held at our winery, 8800 Enchanted Way, S.E., Turner, Oregon 97392, on Sunday, July 10, 2005, beginning at 1:00 p.m., local time. The Annual Meeting will be held for the following purposes:

1. To elect seven members to our Board of Directors, each to hold office until the 2006 Annual Meeting or and until his or her successor is elected and qualified;

2. To ratify the appointment of Moss Adams LLP as independent registered public accounting firm for the Company for the fiscal year ending December 31, 2005; and

3. To transact such other business as may properly come before the meeting or any postponements or adjournments of the meeting.

The foregoing items of business are more fully described in the Proxy Statement that accompanies this Notice.

Our Board of Directors has fixed May 12, 2005 as the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting and any postponements or adjournments of the meeting, and only shareholders of record at the close of business on that date are entitled to this notice and to vote at the Annual Meeting. A list of shareholders entitled to vote at the Annual Meeting will be available at the meeting and at our offices for ten days prior to the meeting.

We hope that you will use this opportunity to take an active part in our affairs by voting on the business to come before the Annual Meeting, either by executing and returning the enclosed Proxy Ballot or by casting your vote in person at the meeting. Whether or not you plan to attend, please sign, date and return the enclosed proxy in the envelope provided. The prompt return of your proxy card will assist us in preparing for the Annual Meeting. If you receive more than one proxy card because you own shares registered in different names or addresses, each proxy card should be completed and returned.

BY ORDER OF THE BOARD OF DIRECTORS

Jim Bernau
President and Chairman of the Board of Directors

Turner, Oregon
June 1, 2005

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PROXY STATEMENT
for the
ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JULY 10, 2005

INTRODUCTION

General

This proxy statement (the "Proxy Statement") and the accompanying proxy ballot are being furnished to the shareholders of Willamette Valley Vineyards, Inc., an Oregon corporation ("the Company"), as part of the solicitation of proxies by the Company's Board Directors from shareholders of record of outstanding shares of the Company's common stock, no par value (the "Common Stock"), for use in voting at the Company's Annual Meeting of Shareholders to be held on July 10th, 2005 at 1:00 PM at Willamette Valley Vineyards, 8800 Enchanted Way SE, Turner, Oregon 97392 and at any adjournments or postponements thereof, (the "Annual Meeting").

At the Annual Meeting, shareholders will be asked to consider and vote upon the following:

(i) elect seven members of the Board of Directors,
(ii) ratify the appointment by the Board of Directors of Moss Adams LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2005, and
(iii) transact such other business as may properly come before the meeting or any adjournments thereof. This Proxy Statement, together with the enclosed proxy ballot, is first being mailed to the Company's shareholders on or about June 1, 2005.

Your vote is important. Accordingly, whether or not you plan to attend the Annual meeting, please sign and return the proxy ballot as soon as possible. Shares can be voted at the Annual meeting only if the holder is present in person or by proxy.

Solicitation, Voting and Revocability of Proxies

The Board of Directors has fixed the close of business on May 12, 2005 as the record date for the determination of the shareholders entitled to notice of and to vote at the Annual Meeting. Accordingly, only holders of record of Common Stock at the close of business on such date will be entitled to vote at the Annual Meeting, with each such share entitling its owner to one vote on all matters properly presented at the Annual Meeting. On the record date, there were 3,020 beneficial holders holding 4,492,528 shares of Common Stock. The presence, in person or by proxy, of a majority of the total number of outstanding shares of Common Stock entitled to vote at the Annual Meeting is necessary to constitute a quorum at the Annual Meeting.

Each enclosed proxy gives discretionary authority to the persons named therein with respect to any amendments or modifications of the Company proposals and any other matters that may be properly proposed at the Annual Meeting. The shares represented by all valid non-revoked proxies returned in time to be voted at the Annual Meeting will be voted in accordance with the instructions marked therein. EXECUTED BUT UNMARKED PROXIES WILL BE VOTED FOR THE ELECTION OF THE DIRECTORS NAMED IN THE PROXY AND FOR THE RATIFICATION OF THE COMPANY'S AUDITORS. As of the date hereof, the Company is not aware of any other matter to be presented for action at the Annual Meeting. However, if any other

matter(s) properly comes before the Annual Meeting, the proxies solicited hereby will be exercised in accordance with the reasonable judgment of the proxy holders named therein. If the meeting is adjourned or postponed, your shares will be voted by the proxy holders on the new meeting date as well, unless you have revoked your proxy instructions before that date.

The presence of a shareholder at the Annual Meeting will not automatically revoke such shareholder's proxy. A shareholder may, however, revoke a proxy at any time prior to its exercise by filing a written notice of revocation with, or by delivering a duly executed proxy bearing a later date to: Board Secretary, Willamette Valley Vineyards, Inc., 8800 Enchanted Way S.E., Turner, Oregon 97392, or by attending the Annual Meeting and voting in person. Attending the Annual Meeting in and of itself will not revoke previously given proxies. In order to be effective, all revocations and later-filed proxies not delivered in person at the Annual Meeting must be delivered to the Company at the address listed above not later than 5:00 p.m. local time, on Saturday, July 09, 2005. A shareholder who attends the meeting need not revoke a previously executed proxy and vote in person unless the shareholder wishes to do so. All valid, un-revoked proxies will be voted at the Annual Meeting.

Proxies marked as abstaining will be treated as present for the purpose of determining whether there is a quorum for the Annual Meeting, but will not be counted as voting on any matter as to which abstinence is indicated. Broker "non votes" (i.e., the submission of a proxy by a broker or nominee specifically indicating the lack of discretionary authority to vote on the matter) will not be treated as present for purposes of determining whether there is a quorum for the Annual Meeting unless the broker is given discretion to vote on at least one matter on the agenda.

The Company will pay the cost of its proxy solicitation. In addition to the use of the mails, proxies may be solicited personally, by telephone or by email by directors, officers and employees of the Company, who will not be specially compensated for such activities. Your cooperation in promptly completing and returning the enclosed proxy to vote your shares of Common Stock will help to avoid additional expense.

If you are a shareholder of record and you plan to attend the annual meeting, please indicate this when you vote. If you are a beneficial owner of shares of Common Stock held by a bank, broker or other nominee, you will need proof of ownership to be admitted to the meeting. A recent brokerage statement or letter from the bank, broker, or other nominee are examples of proof of ownership. If you want to vote in person your shares of Company's common stock held in street name, you will have to obtain a proxy, executed in your favor, from the holder of record. You may be asked to provide proof of identification to gain entry to the Annual Meeting.

ELECTION OF DIRECTORS (PROPOSAL NO. 1) At the Annual Meeting, seven directors will be elected, each for a one-year term. Unless otherwise specified on the proxy, it is the intention of the persons named in the proxy to vote the shares represented by each properly executed proxy for the election as directors the persons named below as nominees. The Board of Directors believes that the nominees will stand for election and will serve if elected as directors. However, if any of the persons nominated by the Board of Directors fails to stand for election or is unable to accept election, the proxies will be voted for the election of such other person as the present Board of Directors may recommend. There is no cumulative voting for election of directors. Directors are elected by a plurality of votes; therefore, the seven persons receiving the most votes, even if less than a majority of the votes cast, will be elected directors. Abstentions or failure to vote will have no effect on the election of directors, assuming the existence of a quorum.

The following table sets for the names of the Board of Directors nominees for election as a director, and each such person's age at March 31, 2005 and position with the Company.

Name	Position(s) with the Company	Age
James W. Bernau ***	Chairperson of the Board, President and Director	51
James L. Ellis * ***	Secretary and Director	60
Thomas M. Brian	Director	56
Delna L. Jones **	Director	64
Lisa M. Matich **	Director	42
Betty M. O'Brien*	Director	61
Stan G. Turel * ** ***	Director	57

*Member of the Compensation Committee
**Member of the Audit Committee ***Member of the Executive Committee

All directors hold office until the next annual meeting of Shareholders or until his or her successor has have been elected and qualified or his or her resignation, removal or disqualification. Executive officers are appointed by the Board of Directors and serve at the pleasure of the Board of Directors.

Set forth below is additional information as to each nominee.

James W. Bernau. Mr. Bernau has been President and Chairperson of the Board of Directors of the Company since its inception in May 1988. Willamette Valley Vineyards was originally established as a sole proprietorship by Oregon winegrower Jim Bernau in 1983, and he co-founded the Company in 1988 with Salem grape grower, Donald Voorhies. From 1981 to September 1989, Mr. Bernau was Director of the Oregon Chapter of the National Federation of Independent Businesses ("NFIB"), an association of 15,000 independent businesses in Oregon. Mr. Bernau has served as the President of the Oregon Winegrowers Association and the Treasurer of the association's Political Action Committee (PAC) and Chair of the Promotions Committee of the Oregon Wine Advisory Board, the State of Oregon's agency dedicated to the development of the industry. In March 2004, Mr. Bernau received the industry's Founder's Award for his service.

James L. Ellis. Mr. Ellis has served as a Director since July 1991 and Secretary since June 1997. Mr. Ellis has served as the Company's Director of Human Resources from January 1993, and Vice President /Corporate since 1998. From 1990 to 1992, Mr. Ellis was a partner in Kenneth L. Fisher, Ph.D. & Associates, a management-consulting firm. From 1980 to 1990, Mr. Ellis was Vice President and General Manager of R.A. Kevane & Associates, a Pacific Northwest personnel-consulting firm. From 1962 to 1979, Mr. Ellis was a member of and administrator for the Christian Brothers of California, owner of Mont La Salle Vineyards and producer of Christian Brothers wines and brandy.

Thomas M. Brian. Mr. Brian was appointed to the Board of Directors in June of 2004. Mr. Brian has served as Chairman of the Washington County Board of Commissioners since 1999. Previously, he served for 10 years in the Oregon House of Representatives. While in the Legislature, Mr. Brian was Chairman of the Revenue Committee and served on the Judicial and Ways and Means Committees.

He also served 10 years as City Councilor and Mayor of Tigard, OR. Mr. Brian has successfully owned and operated a commercial/industrial real estate company for fifteen years.

Delna L. Jones. Ms. Jones has served as a Director since November 1994. Ms Jones resigned from the Board in December of 2002 having moved to Southern California and was reappointed by the Board in March of 2004 having returned to Oregon. Ms. Jones owns Delna Jones & Associates, Portland, Oregon. Ms. Jones was elected in 1998 and served as a County Commissioner for Washington County, Oregon from 1998 to 2000. Ms. Jones has served as project director for the CAPITAL Center, an education and business consortium from 1990 to 1998. From 1985 to 1990, Ms. Jones served as Director of Economic Development with US West Communications. Beginning in 1982, she was elected six times to the Oregon House as the State Representative for District 6. During her tenure, she served as the Assistant Majority Leader; she also chaired the Revenue and School Finance committee, and served on the Legislative Rules and Reorganization committee and the Business and Consumer Affairs committee.

Lisa M. Matich. Ms. Matich was appointed to the Board of Directors in April of 2004. She is the Director of Financial Analysis of PacifiCorp, a multi-state electric utility with over 1.5 million customers. Previously she was a Financial Consultant with SAIC 1996 to 2002, a Fortune 500 company and the nation's largest employee-owned research and engineering company. She was Chief Financial Officer of Egmont Electricity 1991-1996, a New Zealand electricity provider and public company. Ms. Matich also has a background in public accounting with both Price Waterhouse and Coopers & Lybrand. She is a CPA in the state of California and a member of the American Institute of Certified Public Accountants. Ms. Matich has a degree in Business Administration from the University of California, Berkeley.

Betty M. O'Brien. Ms. O'Brien has served as a Director since July 1991. Ms. O'Brien is a partner in Elton Vineyards, a commercial vineyard located in Eola Hills in Yamhill County, Oregon. Ms. O'Brien was the former Executive Director of the Oregon Wine Board from 2001 to 2004. Ms. O'Brien was employed by Willamette University as its Director of News and Publications from 1988 to 2000. She is a member of the Oregon Winegrowers Association, having previously served as its President and Treasurer and as a director.

Stan G. Turel. Mr. Turel has served as a Director since November of 1994. Mr. Turel is president of Turel Enterprises, a real estate management company managing its own properties. Prior to his current activities, Mr. Turel was part owner and the CEO of Columbia Turel, Inc., (formerly Columbia Bookkeeping, Inc.) a position he held from 1974 to 2001. Prior to 2001, Columbia Turel, Inc. had fifteen offices in Oregon and Washington, servicing 4,000 small business and 26,000 tax clients annually. In 2001, Columbia Turel, Inc. sold its offices to Fiducial, one of Europe's largest accounting firms. Mr. Turel is a licensed tax consultant, a member of the National Association of Public Accountants, a private pilot, and a former delegate to the White House Conference on Small Business

The Board of Directors met five times during 2004, the majority of Directors attended all meetings.
A majority of the Company's directors are independent as that term is used under applicable SEC and Nasdaq rules and regulations.
Due to travel conflicts Mr. Brian was unable to attend 75% of the Board meetings held in 2004.

Board of Directors Committees.

Nominating Committee

The Board of Directors acts as a Nominating Committee for selecting nominees for election as directors. Given its size and the Board believes it functions best as the Nominating Committee. In seeking nominees the Board looks for qualified candidates that will meet the oversight and financial expertise needs of the Company. The Board also looks for nominees who will meet the independent qualifications necessary to meet current standards. Nominations of candidates by shareholders of the Company to be considered by the Committee for membership on the Board of Directors may be submitted at any time, if such nominations are made pursuant to timely notice in writing to the Board Secretary. To be timely, notice must by delivered to, or mailed to and received at, Willamette Valley Vineyards, 8800 Enchanted Way SE, Turner Oregon 97392 not less than 60 days prior to date of the Annual Meeting.

Compensation Committee

The Board of Directors has appointed a Compensation Committee, which reviews executive compensation and makes recommendations to the full Board regarding changes in compensation, and also administers the Company's 1992 Stock Incentive Plan. During the fiscal year ended December 31, 2004, the Compensation Committee held two meetings in 2004. The members of the Compensation Committee currently are Betty M. O'Brien, Chair, Stan Turel, both independent and James Ellis. A copy of the Committee's charter can be found on the Company's website, www.WillametteValleyVineyards.com

Executive Committee

In 1997 the Board appointed an Executive Committee, members are: James Bernau, James Ellis, and Stan Turel. The Executive Committee held two meetings during 2004.

Audit Committee

The Audit Committee oversees our financial reporting process on behalf of the Board of Directors and reports to the Board of Directors the results of these activities, including the systems of internal controls that management and the Board of Directors have established, our audit and compliance process and financial reporting. The Audit Committee, among other duties, engages the independent public accountants retained as the registered public accounting firm, pre-approves all audit and non-audit services provided by the independent public accountants, reviews with the independent public accountants the plans and results of the audit engagement, considers the compatibility of any non-audit services provided by the independent public accountants with the independence of such auditors and reviews the independence of the independent public accountants. The members of the Audit Committee are Delna L. Jones, Lisa Matich, and Stan G. Turel. Ms. Matich is designated by the Board of Directors as the "audit committee financial expert" under SEC rules. . The Audit Committee conducted four meetings in the year ended December 31, 2004 and all members attended the meetings. A copy of the Audit Committee charter can be found at our website, www.WillametteValleyVineyards.com

DIRECTOR COMPENSATION

The members of the Company's Board of Directors do not receive cash compensation for their service on the Board, but are reimbursed for out-of-pocket and travel expenses incurred in attending Board meetings. Under the Company's Stock Incentive Plan adopted by the shareholders in 1992 and further amended by the shareholders in 1996, beginning in 1997 an option to purchase 1,500 shares of Common Stock may be granted to each Director for service on the Board during the year. The number of options that may be granted on an annual basis was increased to 4,000 per year when the 50-share grant per Director's meeting was discontinued for the year 2000 and beyond. The Board

approved the reinstatement of the 50 share per committee meeting in addition to the 4000 options per year in January of 2005.

COMMUNICATION TO THE BOARD OF DIRECTORS

The Board of Directors welcomes and encourages shareholders to share their thoughts regarding the Company. Towards that end, the Board of Directors has adopted a policy whereby all communications should first be directed to the Company's Secretary. The Secretary will then distribute a copy of the communication to the Chairman of the Board, the Chairperson of the Audit Committee and the Company's outside counsel. Based on the input and decision of these persons, along with the entire Board of Directors if it is deemed necessary, the Company will respond to the communication. Shareholders should not communicate directly with any individual officer or director unless requested to do so.

CODE OF ETHICS

The Company adopted a code of ethics applicable to its Chief Executive Officer, Controller and other finance leaders, which is a "code of ethics" as defined by applicable rules of the Securities and Exchange Commission. Amendments to the code of ethics or any grant of a waiver from a provision of the code of ethics requiring disclosure under applicable SEC rules, if any, will be disclosed on our website at www.WillametteValleyVineyards.com. Any person may request a copy of the code of ethics, at no cost, by writing to us at the following address:

Willamette Valley Vineyards, Inc.
8800 Enchanted Way SE
Turner, OR 97392
Attention: Corporate Secretary

MANAGEMENT / EXECUTIVE OFFICERS

Name	Position	Age
James W. Bernau	President, Director and Chairperson of the Board of Directors	51
James L. Ellis	Vice President/Corporate and Board Secretary	60
Sean M. Cary	Controller	32

Information concerning the principle occupation of Mr. Bernau is set forth under "Election of Directors".

Chief EXECUTIVE COMPENSATION

Summary of Cash and Certain Other Compensation

The following table provides certain summary information concerning compensation paid or accrued by the Company, to or on behalf of the Company's Chief Executive Officer, James W. Bernau (the "named executive officer") for the years ending December 31, 2003 and 2004.

SUMMARY COMPENSATION TABLE

					Long Term Compensation			
	Annual Compensation				Awards		Payouts	
Name	Year	Salary($)	Bonus($)	Other Annual Compensation($)	Restricted Stock	Securities Underlying	LTIP Payouts($)	All Other Compen-

				Award(s) ($)	Options/ SARs (#)		sations
James W. Bernau							
2003	120,318	-	6,953	-	112,000	-	-
2004	157,149	-	6,422	-	38,000	-	-

Bernau Employment Agreement

The Company and Mr. Bernau are parties to an employment agreement dated August 3, 1988 and amended in February 1997 and again amended in January of 1998. Under the amended agreement, Mr. Bernau is paid an annual salary of $150,000 with annual increases tied to increases in the consumer price index. Pursuant to the terms of the employment agreement, the Company must use its best efforts to provide Mr. Bernau with housing on the Company's property. Mr. Bernau and his family currently live in a Company-owned house on the Company's property free of rent and must continue to reside there for the duration of his employment in order to provide additional security and lock-up services for late evening events at the winery and vineyard. The employment agreement provides that Mr. Bernau's employment may be terminated only for cause, which is defined as non-performance of his duties or conviction of a crime.

Stock Options

In order to reward performance and retain high-quality employees, the Company often grants stock options to its employees. The Company does not ordinarily directly issue shares of stock to its employees. Options are typically issued at a per share exercise price equal to the closing price as reported by NASDAQ at the time the option is granted. The options vest to the employee over time. Three months following termination of the employee's employment with the Company, any and all unexercised vested options terminate.

Option Exercises and Holdings

The following table provides information, with respect to the named executive officer, concerning exercised options during the last fiscal year and unexercised options held as of December 31, 2004.

	Options exercised in the last fiscal year	
Name	Number Of shares	Value Realized(1)
James W. Bernau	-0-	-0-

	Number of Securities Underlying Unexercised Options at FY-End	
	Exercisable	Unexercisable
James W. Bernau	4,000(2.541) 4,000(1.7188) 30,000(1.6577)	

	Value of Unexercised In-the-Money Options at FY-End(2)	
	Exercisable	Unexercisable
James W. Bernau	1,796 5,085 39,969	

(1) The value realized is based on the difference between the market price at the time of exercise of the options and the applicable exercise price.

(2) Options are "in the money" at the fiscal year-end if the fair market value of the underlying securities on such date exceeds the exercise price of the option. The amounts set forth represent the difference between the fair market value of the securities underlying the options on December 31, 2004 ($2.99 per share based on the NASDAQ closing price for the Company's Common Stock on the NASDAQ Small Cap Market on that date), and the exercise price of the option, multiplied by the applicable number of options.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

During 2004 and 2003, the Company purchased grapes from Elton Vineyards for $3,489 and $122,780 respectively. Betty M. O'Brien, a Director of the Company, is a principal owner of Elton Vineyards.

On November 26, 2002, Mr. Bernau was granted options to acquire 30,000 shares of the Company's common stock in exchange for his personal guarantee of $1,000,000 of the Company's Line of Credit from GE Commercial Distribution Finance. The options were issued pursuant to the stock incentive plan and are accounted for as non-compensatory employee stock options. The options are exercisable anytime through November 26, 2007, at an exercise price of $1.6577 per share.

On June 1, 1992, the Company granted Mr. Bernau a warrant to purchase 15,000 shares of the Company's Common Stock as consideration for his personal guarantee of the Real Estate Loan and the Line of Credit from Farm Credit Services pursuant to which the Company borrowed $1.2 million. The warrant is exercisable anytime through June 1, 2012, at an exercise price of $3.42 per share.

On December 3, 1992, James W. Bernau borrowed $100,000 from the Company. The loan was secured by Mr. Bernau's stock in the Company, and was payable, together with interest at a rate of 7.35% per annum, on March 14, 2009. Mr. Bernau repaid the entire balance of the loan in December 2004.

The Company believes that the transactions set forth above were made on terms no less favorable to the Company than could have been obtained from unaffiliated third parties. All future transactions between the Company and its officers, directors, and principal shareholders will be approved by a disinterested majority of the members appointed as a Affiliated Transactions Committee of the Company's Board of Directors, and will be on terms no less favorable to the Company than could be obtained from unaffiliated third parties.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to beneficial ownership of the Company's Common Stock as of December 31, 2003, by (i) each person who beneficially owns more than 5% of the Company's Common Stock (ii) each Director of the Company (iii) each of the Company's named executive officers, and (iv) all directors and executive officers as a group.

	Number of Shares Beneficially Owned	Percent of Shares Outstanding Stock
James W. Bernau President/CEO, Chair of the Board 2545 Cloverdale Road Turner, OR 97392	941,235.5 (1)	21.0%
James L. Ellis Secretary, Director		

7850 S.E. King Road Milwaukie, OR 97222		64,600	(2)	1.4%
Thomas M. Brian 7630 SW Fir Tigard, OR 97223	Director	-		**
Delna L. Jones 14480 SW Chardonnay Ave Tigard, OR 97224	Director	5,600	(3)	**
Lisa M. Matich 7250 Meadows Court Wilsonville, OR 97070	Director	11,500	(4)	**
Betty M. O'Brien 22500 Ingram Lane NW Salem, OR 97304	Director	21,050	(5)	**
Stan G. Turel 604 SE 121 Street Vancouver, WA 98683	Director	90,292	(6)	2.0%
Sean Cary 11334 Summit Loop SE Turner, OR 97392	Controller	30,000	(7)	**
All Directors, executive officers and persons owning 5% or more as a group (6 persons)		1,254,570		28.0%

** Less than one percent.

(1) Includes 15,000 shares issuable upon the exercise of an outstanding warrant and 38,000 shares issuable upon exercise of options exercisable within 60 days of the date of this Proxy Statement.

(2) Includes 59,500 shares issuable upon the exercise of options exercisable within 60 days of the date of this Proxy Statement.

(3) Includes 4,000 shares issuable upon the exercise of options exercisable within 60 days of the date of this Proxy Statement.

(4) Includes 4,000 shares issuable upon the exercise of options exercisable within 60 days of the date of this Proxy Statement

(5) Includes 16,000 shares issuable upon the exercise of options exercisable within 60 days of the date of this Proxy Statement.

(6) Includes 12,000 shares issuable upon the exercise of options exercisable within 60 days of the date of this Proxy Statement.

(7) Includes 30,000 shares issuable upon the exercise of options exercisable within 60 days of the date of this Proxy Statement.

SECTION 16 REPORTS

Section 16(a) of the Exchange Act requires the Company's directors and officers, and persons who own more than ten percent (10%) of a registered

class of the Company's equity securities, to file initial reports of ownership and report of changes in ownership with the Commission. Such persons also are required to furnish the Company with copies of all Section 16(a) reports they file.
Based solely on its review of the copies of such reports received by it with respect to fiscal year 2004, or written representations from certain reporting persons, the Company believes that all filing requirements applicable to its directors, officers and persons who own more than ten percent (10%) of a registered class of the Company's equity securities have been complied with for fiscal 2004.

Compensation Committee Report

The Compensation Committee of the Board of Directors is tasked with administering the Company's 1992 Stock Incentive Plan as amended. The Committee and the Board believe that equity-based compensation ensures that the Company's employees, directors and distributors have a continuing stake in the long-term success of the Company. All options granted by the Company are typically granted with an exercise price equal to the market price of the Company's Common Stock on the date of grant and, accordingly, will only have value if the Company's stock price increases. All options have an individual vesting schedule and a term of ten years, except in the case of shareholders who hold a 10% or more of Company stock, in which case the term is 5 years and the grant price must be 10% over market on the day of grant. The Committee met two times in 2004 and granted 60,000 options and 24,000 shares.

At December 31, 2004 and 2003, the following transactions related to stock options occurred:

	2004		2003	
	Shares	Weighted average exercise price	Shares	Weighted average exercise price
Outstanding at beginning of year	288,600	$ 1.69	421,670	$ 1.71
Granted	84,000	2.31	20,000	1.46
Exercised	(1,500)	1.70	-	-
Forfeited	(86,900)	1.77	(153,070)	1.71
Outstanding at end of year	284,200	$ 1.90	288,600	$ 1.69
Number of securities Remaining for future Issuance	615,800		611,400	

Betty O'Brien, Chairperson, Stan Turel and Jim Ellis-- Compensation Committee 2004

Audit Committee Report

The general purpose of the Audit Committee is to assist the Board of Directors in the exercise of its fiduciary responsibility of providing oversight of the Company's financial statements and the financial reporting processes, internal accounting and financial controls, the annual independent audit of the Company's financial statements, and other aspects of the financial management of the Company. The Audit Committee is appointed by the Board of Directors. All committee members must be financially literate, or shall become financially literate within a reasonable period of time after appointment to the Committee.

Audit Fees: The aggregate fees billed by Moss Adams for the audit of the

Company's annual financial statements and related services reasonably related to the performance of the audit for the fiscal year ended December 31, 2004 were $70,700. The aggregate fees billed by PricewaterhouseCoopers for the audit of the Company's annual financial statements and review of the Company's quarterly financial statements included in the Company's Form 10QSB assurance and related services reasonably related to the performance of the audit for the fiscal year ended December 31, 2003 were $70,700.

Audit-Related Fees: Moss Adams did not bill the Company for any assurance and related work in fiscal year 2004. PricewaterhouseCoopers did not bill the Company for any assurance and related work in fiscal year 2004 or 2003.

Tax Fees: PricewaterhouseCoopers did bill the Company for tax compliance, tax advice and tax planning in fiscal year 2003 and 2004. PricewaterhouseCoopers fees in connection with the 2003 federal and state tax returns, which were billed in 2004, were $8,075, or 11% of the aggregate fees billed for professional services by PricewaterhouseCoopers in 2004. PricewaterhouseCoopers fees in connection with the 2002 federal and state tax returns, which were billed in 2003, were $8,075, or 11% of the aggregate fees billed for professional services by PricewaterhouseCoopers in 2003.

Other Fees: Moss Adams did not bill the Company for any other products or services in fiscal year 2004. PricewaterhouseCoopers did not bill the Company for any other products or services in fiscal year 2003. In 2004, PricewaterhouseCoopers billed the Company $1,500 for COMPERIO, PricewaterhouseCoopers research and reference system.

Pre-Approval Policies: It is the policy of the Company not to enter into any agreement for Moss Adams to provide any non-audit services to us unless (a) the agreement is approved in advance by the Audit Committee or (b) (i) the aggregate amount of all such non-audit services constitutes no more than 5% of the total amount the Company pays to Moss Adams during the fiscal year in which such services are rendered, (ii) such services were not recognized by the Company as constituting non-audit services at the time of the engagement of the non-audit services and (iii) such services are promptly brought to the attention of the Audit Committee and prior to the completion of the audit were approved by the Audit Committee or by one or more members of the Audit Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Audit Committee. The Audit Committee will not approve any agreement in advance for non-audit services unless (1) the procedures and policies are detailed in advance as to such services, (2) the Audit Committee is informed of such services prior to commencement and (3) such policies and procedures do not constitute delegation of the Audit Committee's responsibilities to management under the Securities Exchange Act of 1934 amended. To date, the Audit Committee has not established such policies and procedures because we do not intend to have our auditors provide any non-audit services in the foreseeable future. If our intentions change, the Audit Committee will adopt the appropriate pre-approval policies and procedures as outlined above.

Specific Audit Committee Actions Related to Review of the Company's Audited Financial Statements: In discharging its duties, the Audit Committee, among other actions, has (i) reviewed and discussed the audited financial statements to be included in the company's Annual Report on Form 10-K for the twelve months ended December 31, 2004 with management, (ii) discussed with the Company's independent auditors the matters required to be discussed by SAS 61 (Codification of Statements on Auditing Standard, AU380) related to such financial statements, (iii) received the written disclosures and the letter from the Company's independent accountants required by Independence Standards Board Standard No. 1 (Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees) and has discussed with the independent accountant the independent accountant's independence, and (iv) based on such

reviews and discussions, the Audit Committee has recommended to the Board of Directors that the audited financial statements be included in the company's Annual Report on Form 10-K for the twelve months ended December 31, 2004.

Lisa Matich, 2004 Audit Committee Chair, Stan Turel, and Delna Jones

ELECTION OF DIRECTORS (PROPOSAL NO. 1)

At the Annual Meeting seven directors will be elected, each for a one-year term. Unless otherwise specified on the proxy, it is the intention of the persons named in the proxy to vote the shares represented by each properly executed proxy for the election as directors the persons named below as nominees. The Board of Directors believes that the nominees will stand for election and will serve if elected as directors. However, if any of the persons nominated by the Board of Directors fails to stand for election or is unable to accept election, the proxies will be voted for the election of such other person as the Board of Directors may recommend. There is no cumulative voting for election of directors. Directors are elected by a plurality of votes; therefore, the seven persons receiving the most votes, even if less than a majority of the votes cast, will be elected directors. Abstentions or failure to vote will have no effect on the election of directors, assuming the existence of a quorum. The Board of Directors unanimously recommends a vote FOR this proposal.

RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS (PROPOSAL NO. 2)

The Audit Committee of the Board of Directors has appointed Moss Adams LLP to act as independent auditors for the Company for the year ending December 31, 2005 subject to ratification of such appointment by the Company's Board of Directors and the Company's shareholders. The Board ratified this appointment on May 19, 2005. PricewaterhouseCoopers, LLP was the Company's independent auditor for the fiscal year that ended December 31, 2004.

The proposal will be approved if, assuming the existence of a quorum, at least a majority of the shares of the Company's Common Stock cast on the proposal vote in favor of approval. Abstentions and broker non-votes are counted for purposes of determining whether a quorum exists at the Annual Meeting but will not be counted and will have no effect on the determination of the outcome of the proposal. The proxies will be voted for or against the proposal, or as an abstention, in accordance with the instructions specified on the proxy form. If no instructions are given, proxies will be voted for approval of the ratification of Moss Adams LLP.

A representative of Moss Adams LLP has been invited to attend the Annual Meeting at his own expense and will be given an opportunity to make a statement if he desires to do so and will be available to respond to appropriate questions.

The Board of Directors unanimously recommends a vote FOR this proposal. Assuming the existence of a quorum, the appointment of Moss Adams LLP will be ratified if approved by the holders of a majority of the shares present in person or by proxy.

DATE FOR SUBMISSION OF SHAREHOLDER PROPOSALS

Any shareholder proposal intended for inclusion in the proxy statement and form of proxy relating to the Company's 2005 annual meeting of shareholders must be received by the Company not later than January 16, 2006, pursuant to the proxy soliciting regulations of the Securities and Exchange Commission (the "SEC"). Nothing in this paragraph shall be deemed to require the Company to include in its proxy statement and form of proxy for such meeting any

shareholder proposal, which does not meet the requirements of the SEC in effect at the time.

OTHER MATTERS

As of the date of this Proxy Statement, the Board of Directors does not know of any other matters to be presented for action by the shareholders at the 2005 Annual Meeting. If, however, any other matters not now known are properly brought before the meeting, the persons named in the accompanying proxy will vote such proxy in accordance with the determination of a majority of the Board of Directors.

COST OF SOLICITATION

The cost of soliciting proxies will be borne by the Company. In addition to use of the mails, proxies may be solicited personally or by telephone by directors, officers and employees of the Company, who will not be specially compensated for such activities.

ADDITIONAL INFORMATION

A copy of the Company's Annual Report to Shareholders for the fiscal year ended December 31, 2004 accompanies this Proxy Statement. The Company is required to file an Annual Report on Form 10-KSB with the Securities and Exchange Commission. Shareholders may obtain, free of charge, a copy of the Form 10-KSB by writing to James L Ellis, Secretary, Willamette Valley Vineyards, Inc., 8800 Enchanted Way S.E., Turner, Oregon 97392. Or they may access a copy through links provided on the Company's web site: www.WillametteValleyVineyards.com. The information on the Company's website is not part of this Proxy Statement.

By Order of the Board of Directors
James W. Bernau
Chairperson of the Board
June 1, 2005

Annual Report to Shareholders

DESCRIPTION OF BUSINESS.

Willamette Valley Vineyards, Inc. (the "Company") was formed in May 1988 to produce and sell premium, super premium and ultra premium varietal wines (i.e., wine which sells at retail prices of $7 to $14, $14 to $20 and over $20 per 750 ml bottle, respectively). Willamette Valley Vineyards was originally established as a sole proprietorship by Oregon winegrower Jim Bernau in 1983. The Company's wines are made from grapes grown at its vineyard (the "Vineyard") and from grapes purchased from other nearby vineyards. The grapes are crushed, fermented and made into wine at the Company's winery (the "Winery") and the wines are sold principally under the Company's Willamette Valley Vineyards label. The Company's Vineyard and Winery are located on 75 acres of Company-owned land adjacent to Interstate 5, approximately two miles south of Salem, Oregon.

In October 2004, the Company sold the approximate 75.3 acre Meadowview parcel for $726,675, one of two parcels for sale at its Tualatin Estate Vineyard. Pursuant to the sale leaseback agreement, the Company will continue to farm and develop the vineyard acres of this parcel. This parcel includes 15.7 acres of established vineyard, which the Company has agreed to lease for between 14 and 29 years, including three five year renewal terms, at the Company's option. The purchaser has agreed to fund the development of 30

acres of new vineyard on the property which the Company has agreed to lease. Seven of those acres were planted and trellised in 2004 with French Dijon clone 777 Pinot noir on disease resistant rootstock. The Company will begin paying rent on new acreage when the vines are commercially productive in 2008 for between 11 and 26 years, including three five year renewal terms, at the Company's option. The Company continues to offer the remaining property and equipment on the same type of sale/leaseback arrangement. The remaining parcel contains the Tualatin Estate winery plus 115 acres, including approximately 48 acres of developed vineyards, and is priced at $1,605,000.

Products

Under its Willamette Valley Vineyards label, the Company produces and sells the following types of wine in 750 ml bottles: Pinot noir, the brand's flagship and its largest selling varietal in 2004, $15 to $50 per bottle; Chardonnay, $14 to $25 per bottle; Pinot gris, $14 to $18 per bottle; Riesling and Oregon Blossom (blush blend), $10 per bottle (all bottle prices included herein are the suggested retail prices). The Company's mission for this brand is to become the premier producer of Pinot noir from the Pacific Northwest.

The Company currently produces and sells small quantities of Oregon's Nog (a seasonal holiday product), $10 per bottle, and Edelweiss, $10 per bottle, under a "Made in Oregon Cellars" label (all bottle prices are suggested retail prices).

Under its Tualatin Estate Vineyards label, the Company currently produces and sells the following types of wine in 750 ml bottles: Pinot noir, the brand's flagship, $28 per bottle; Chardonnay, $14 per bottle; Semi-Sparkling Muscat, $16 per bottle; Late Harvest Gewurztraminer, $20 per bottle; and Pinot blanc, $15 per bottle (all bottle prices are suggested retail prices). The Company's mission for this brand is to be among the highest quality estate producers of Burgundy and Alsatian varietals in Oregon.

Under its Griffin Creek label, a joint effort between the Company and Quail Run Vineyards, the Company produces and sells the following types of wine in 750 ml bottles: Merlot, the brand's flagship, $30 per bottle; Syrah, $35 per bottle; Cabernet Sauvignon, $35 per bottle; Cabernet Franc, $30 per bottle; The Griffin (a Bordeaux blend), $70 per bottle; Pinot gris, $18 per bottle; Viognier, $25 per bottle; and Pinot noir, $25 per bottle, all bottle prices are suggested retail prices. This brand's mission is to be the highest quality producer of Bordeaux and Rhone varietals in Oregon.

Market Overview

Wine Consumption Trends: Wine consumption in the United States declined from 1987 to 1994 due to increased consumer health concerns and a growing awareness of alcohol abuse. That decline was led by sharp reductions in the low-cost non-varietal ("jug") wine and wine cooler segments of the market, which, prior to 1987, were two of the fastest growing market segments. Beginning in 1994, per capita wine consumption began to rise. The Company estimates that premium; super premium and ultra premium wine consumption will experience a moderate increase over the next few years. Consumers have restricted their drinking of alcoholic beverages and view premium, super premium and ultra premium wines as a beverage of moderation. The Company believes this change in consumer preference from low quality, inexpensive wines to premium, super premium and ultra premium wines reflects, in part, a growing emphasis on health and nutrition as a principal element of the contemporary lifestyle as well as an increased awareness of the risks associated with alcohol abuse.

The Oregon Wine Industry.

Oregon is a relatively new wine-producing region in comparison to California

and France. In 1966, there were only two commercial wineries licensed in Oregon. By contrast, in 2004, there were 247 commercial wineries licensed in Oregon and over 13,700 acres of wine grape vineyards, 11,100 acres of which are currently producing. Total production of Oregon wines in 2004 is estimated to be approximately 1,174,749 cases. Oregon's entire 2004 production would have an estimated retail value of approximately $234.9 million, assuming a retail price of $200 per case, and a FOB value of approximately one-half of the retail value, or $117.5 million.

Because of climate, soil and other growing conditions, the Willamette Valley in western Oregon is ideally suited to growing superior quality Pinot noir, Chardonnay, Pinot gris and Riesling wine grapes. Some of Oregon's Pinot noir, Pinot gris and Chardonnay wines have developed outstanding reputations, winning numerous national and international awards.

Oregon wine producers enjoy certain cost advantages over their California and French competitors due to lower costs for grapes, vineyard land and winery sites. For example, the average cost of unplanted vineyard land in Napa County, California is approximately $40,000 per acre as compared to approximately $7,500 per acre in Oregon. In the Burgundy region of France, virtually no new vineyard land is available for planting.

Oregon does have certain disadvantages, however. As a new wine-producing region, Oregon's wines are relatively little known to consumers worldwide and the total wine production of Oregon wineries is small relative to California and French competitors. Greater worldwide label recognition and larger production levels give Oregon's competitors certain financial, marketing, distribution and unit cost advantages.

Furthermore, Oregon's Willamette Valley has an unpredictable rainfall pattern in early autumn. If significantly above-average rains occur just prior to the autumn grape harvest, the quality of harvested grapes is often materially diminished, thereby affecting that year's wine quality.

Finally, phylloxera, an aphid-like insect that feeds on the roots of grapevines, has been found in several commercial vineyards in Oregon. Contrary to the California experience, most Oregon phylloxera infestations have expanded very slowly and done only minimal damage. Nevertheless, phylloxera does constitute a significant risk to Oregon vineyards. Prior to the discovery of phylloxera in Oregon, all vine plantings in the Company's Vineyard were with non-resistant rootstock. As of December 31, 2004, the Company has not detected any phylloxera at its Turner site. Beginning with the Company's plantings in May 1992, only phylloxera-resistant rootstock was planted until 1997, when the previous management planted non-resistant rootstock on approximately 10 acres at the Tualatin Vineyard. In 1997, the Company purchased Tualatin Vineyards, which has phylloxera at its site. Since the third quarter of 1997, all plantings have been and all future planting will be on phylloxera resistant rootstock. The Company takes all necessary precautions to prevent the spread of phylloxera to its Turner site. Also phylloxera is active at the Belle Provenance Vineyard for which the Company has a 10-year lease. Any planting, training, and care of new plants at the Belle Provenance vineyard will not be at the expense of the Company, because under the terms of the lease, it would be the responsibility of the landowner.

As a result of these factors, subject to the risks and uncertainties identified above, the Company believes that long-term prospects for growth in the Oregon wine industry are excellent. The Company believes that over the next 20 years the Oregon wine industry will grow at a faster rate than the overall domestic wine industry, and that much of this growth will favor producers of premium, super premium and ultra premium wines such as the Company's.

Company Strategy

The Company, one of the largest wineries in Oregon by volume, believes its success is dependent upon its ability to: (1) grow and purchase high quality vinifera wine grapes; (2) vinify the grapes into premium, super premium and ultra premium wine; (3) achieve significant brand recognition for its wines, first in Oregon and then nationally and internationally; and (4) effectively distribute and sell its products nationally. The Company's goal is to continue as one of Oregon's largest wineries, and establish a reputation for producing some of Oregon's finest, most sought-after wines.

Based upon several highly regarded surveys of the US wine industry, the Company believes that successful wineries exhibit the following four key attributes: (i) focus on production of high-quality premium, super premium and ultra premium varietal wines; (ii) achieve brand positioning that supports high bottle prices for its high quality wines; (iii) build brand recognition by emphasizing restaurant sales; and (iv) development of the strong marketing advantages (such as a highly visible winery location and successful self-distribution).

The Company has designed its strategy to address each of these attributes.

To successfully execute this strategy, the Company has assembled a team of accomplished winemaking professionals, and has constructed and equipped a 22,934 square foot state-of-the-art Winery and a 12,500 square foot outdoor production area for the crushing, pressing and fermentation of wine grapes.

The Company's marketing and selling strategy is to sell its premium, super premium and ultra premium cork finished wine through a combination of (i) direct sales at the Winery, (ii) self-distribution to local and regional restaurants and retail outlets, and (iii) sales through independent distributors and wine brokers who market the Company's wine in specific targeted areas where self-distribution is not economically feasible.

The Company believes the location of its Winery next to Interstate 5, Oregon's major north-south freeway, significantly increases direct sales to consumers and facilitates self-distribution of the Company's products. The Company believes this location provides high visibility for the Winery to passing motorists, thus enhancing recognition of the Company's products in retail outlets and restaurants. The Company's Hospitality Center has further increased the Company's direct sales and enhanced public recognition of its wines.

Vineyard

The Property. The Company's estate vineyard at the Turner site currently has 44 acres planted and 41 acres producing, which includes 14 acres of Pinot noir and 7 acres of Riesling grape vines planted in 1985, which were grafted to Pinot noir in 1999. The Company planted 8 acres of Pinot gris vines in May 1992 and 6 acres of Chardonnay vines in 1993. In 1996, the Company planted its remaining 9 acres in Chardonnay and Pinot gris. Grapevines do not bear commercial quantities until the third growing season and do not become fully productive until the fifth to eighth growing season. Vineyards generally remain productive for 30 to 100 years, depending on weather conditions, disease and other factors.

The Vineyard uses an elaborate trellis design known as the Geneva Double Curtain. The Company has incurred the additional expense of constructing this trellis because it doubles the number of canes upon which grape clusters grow and spreads these canes for additional solar exposure and air circulation. Research and practical applications of this trellis design indicate that it

will increase production and improve grape quality over traditional designs.

Beginning in 1997, the Company embarked on a major effort to improve the quality of its flagship varietal by planting new Pinot noir clones that originated directly from the cool climate growing region of Burgundy rather than the previous source, Napa, California where winemakers believe the variety adopted to the warmer climate over the many years it was grown there.

These new French clones are called "Dijon clones" after the University of Dijon in Burgundy which assisted in their selection and shipment to a US government authorized quarantine site, and then seven years later to Oregon winegrowers. The most desirable of these new Pinot noir clones are numbered 113, 114, 115, 667 and 777. In addition to certain flavor advantages, these clones ripen up to two weeks earlier, allowing growers to pick before heavy autumn rains. Heavy rains can dilute concentrated fruit flavors and promote bunch rot and spoilage. These new Pinot noir clones were planted at the Tualatin Estate on disease resistant rootstock and the 667 and 777 clones have been grafted onto 7 acres of self rooted, non-disease resistant vines at the Company's Estate Vineyard near Turner.

New clones of Chardonnay preceded Pinot noir into Oregon also arranged by the University of Dijon, and were planted at the Company's Estate Vineyard on disease resistant rootstock.

The purchase of Tualatin Vineyards, Inc. in April 1997 (including the subsequent sale-leaseback of a portion of the property in December 1999) added 83 acres of additional producing vineyards and approximately 60 acres of bare land for future plantings. In 1997, the Company planted 19 acres at the Tualatin site and planted another 41 acres in 1998, the majority being Pinot noir, which is the Company's flagship varietal.

Also in 1997, the Company entered into a 10-year lease with O'Connor Vineyards, now known as Belle Provenance, (53 acres) located near Salem to manage and obtain the supply of grapes from Belle Provenance Vineyards. In 2004, the Company informed Belle Provenance Vineyards that the Company will terminate the current lease at the end of the initial 10-year term.

In 1999, the Company purchased 33 acres of vineyard land adjoining Tualatin Estate for future plantings and used lot line adjustments to create three separate land parcels at Tualatin Estate.

The Company now controls 280 acres of vineyard land. At full production, these vineyards should enable the Company to grow approximately 50% of the grapes needed to meet the Winery's ultimate production capacity of 298,000 gallons (124,000 cases).

Grape Supply. In 2004, the Company's 41 acres of producing estate vineyard yielded approximately 104 tons of grapes for the Winery's fourteenth crush. Tualatin Vineyards produced 480 tons of grapes in 2004. Belle Provenance Vineyards produced 140 tons of grapes in 2004. In 2004, the Company purchased an additional 241 tons of grapes from other growers. The Winery's 2004 total wine production was 174,064 gallons (73,212 cases) from its 2002 and 2003 crushes. The Company expects to produce 153,612 gallons in 2004 (64,610 cases) from its 2004 crush. The Vineyard cannot and will not provide the sole supply of grapes for the Winery's near-term production requirements. The Company has also entered into grape purchase contracts with certain directors or their respective affiliates of the Company. See ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

In 2004, the Company entered into a long-term grape purchase agreement with one of its Willamette Valley wine grape growers whereby the grower agreed to plant 40 acres of Pinot gris and 50 acres of Riesling and the Winery agreed to

purchase the yield at fixed contract prices through 2015. The wine grape grower must meet strict quality standards for the wine grapes to be accepted by the Winery at time of harvest and delivery. This new long-term grape purchase agreement will increase the Company's supply of high quality wine grapes and provide a long-term grape supply, at fixed prices.

The Company fulfills its remaining grape needs by purchasing grapes from other nearby vineyards at competitive prices. The Company believes high quality grapes will be available for purchase in sufficient quantity to meet the Company's requirements. The grapes grown on the Company's vineyards establish a foundation of quality, through the Company's best farming practices, upon which the quality of the Company's wines is built. In addition, wine produced from grapes grown in the Company's own vineyards may be labeled as "Estate Bottled" wines. These wines traditionally sell at a premium over non-estate bottled wines.

Viticultural Conditions. Oregon's Willamette Valley is recognized as a premier location for growing certain varieties of high quality wine grapes, particularly Pinot noir, Chardonnay, Riesling and Pinot gris. The Company believes that the Vineyard's growing conditions, including its soil, elevation, slope, rainfall, evening marine breezes and solar orientation are among the most ideal conditions in the United States for growing certain varieties of high-quality wine grapes. The Vineyard's grape growing conditions compare favorably to those found in some of the famous Viticultural regions of France. Western Oregon's latitude (42o-46o North) and relationship to the eastern edge of a major ocean is very similar to certain centuries-old wine grape growing regions of France. These conditions are unduplicated anywhere else in the world except in the great wine grape regions of Northern Europe.

The Vineyard's soil type is Jory/Nekia, a dark reddish-brown silky clay loam over basalt bedrock noted for being well drained, acidic, of adequate depth, retentive of appropriate levels of moisture and particularly suited to growing high quality wine grapes.

The Vineyard's elevation ranges from 533 feet to 700 feet above sea level with slopes from 2 percent to 30 percent (predominately 12-20 percent). The Vineyard's slope is oriented to the south, southwest and west. Average annual precipitation at the Vineyard is 41.3 inches; average annual air temperature is 52 to 54 degrees Fahrenheit, and the length of each year's frost-free season averages from 190 to 210 days. These conditions compare favorably with conditions found throughout the Willamette Valley viticultural region and other domestic and foreign viticultural regions, which produce high quality wine grapes.

In the Willamette Valley, permanent vineyard irrigation is not required. The average annual rainfall provides sufficient moisture to avoid the need to irrigate the Vineyard. However, if the need should arise, the Company's property contains one water well which can sustain sufficient volume to meet the needs of the Winery and to provide auxiliary water to the Vineyard for new plantings and unusual drought conditions.

Winery

Wine Production Facility. The Company's Winery and production facilities are capable of producing up to 104,000 cases (250,000 gallons) of wine per year, depending on the type of wine produced. In 2004, the Winery produced 174,064 gallons (73,212 cases) from its 2002 and 2003 crushes. The Winery is 12,784 square feet in size and contains areas for the processing, fermenting, aging and bottling of wine, as well as an underground wine cellar, a tasting room, a retail sales room and administrative offices. There is a 12,500 square foot outside production area for crushing, pressing and fermenting wine grapes, and

a 4,000 square foot insulated storage facility with a capacity of 30,000 cases of wine. The Company also has a 20,000 square foot storage building to store its inventory of bottled product. The production area is equipped with a settling tank and sprinkler system for disposing of wastewater from the production process in compliance with environmental regulations.

With the purchase of Tualatin Vineyards, Inc., the Company added 20,000 square feet of additional production capacity. Although the Tualatin facility was constructed over twenty years ago, it adds 20,000 cases of wine production capacity to the Company, which the Company felt at the time of purchase was needed. To date, production and sales volumes have not expanded enough to necessitate the utilization of the Tualatin facilities. The Company decided to move current production to its Turner site to meet short-term production requirements. The capacity at Tualatin is available to the Company to meet any anticipated future production needs.

Hospitality Facility. The Company has a large tasting and hospitality facility of 19,470 square feet (the "Hospitality Center"). The first floor of the Hospitality Center includes retail sales space and a "great room" designed to accommodate approximately 400 persons for gatherings, meetings, weddings and large wine tastings. An observation tower and decking around the Hospitality Center enable visitors to enjoy the view of the Willamette Valley and the Company's Vineyard. The Hospitality Center is joined with the present Winery by an underground cellar tunnel. The facility includes a basement cellar of 10,150 square feet (including the 2,460 square foot underground cellar tunnel) to expand storage of the Company's wine in a proper environment. The cellar provides the Winery with ample space for storing up to 1,600 barrels of wine for aging.

Just outside the Hospitality Center, the Company has a landscaped park setting consisting of one acre of terraced lawn for outdoor events and five wooded acres for picnics and social gatherings. The area between the Winery and the Hospitality Center forms a 20,000 square foot quadrangle. As designed, a removable fabric top that can cover the quadrangle, making it an all-weather outdoor facility to promote sale of the Company's wines through outdoor festivals and social events. The Company utilizes this space to host numerous events, most notably the annual fundraiser for the Marion-Polk Food Share, "Chefs' Nite Out."

The Company believes the Hospitality Center and the park and quadrangle has made the Winery an attractive recreational and social destination for tourists and local residents, thereby enhancing the Company's ability to sell its wines.

Mortgages on Properties. The Company's winery facilities are subject to two mortgages with a principal balance of $2,534,901 at December 31, 2004. The mortgages are payable in annual aggregate installments, including principal and interest, of approximately $350,000 through 2012. After 2012, the Company's annual aggregate mortgage payment including interest will be approximately $75,000 until the year 2014. The mortgage on the Turner site had a principal balance of $1,941,034 on December 31, 2004. The mortgage on the Tualatin Valley property, issued in April 1997 to fund the acquisition of the property and development of its vineyard, had a principal balance of $593,867 on December 31, 2004.

Wine Production. The Company operates on the principle that winemaking is a natural but highly technical process requiring the attention and dedication of the winemaking staff. The Company's Winery is equipped with current technical innovations and uses modern laboratory equipment and computers to monitor the progress of each wine through all stages of the winemaking process.

The Company's recent annual grape harvest and wine production are as follows:

Crush Year	Tons of Grapes Crushed	Production Year	Cases Produced
2000	1223	2000	98,936
2001	1859	2001	85,554
2002	1091	2002	110,063
2003	917	2003	92,208
2004	994	2004	73,212

Sales and Distribution

Marketing Strategy. The Company markets and sells its wines through a combination of direct sales at the Winery, sales directly and indirectly through its shareholders, self-distribution to local restaurants and retail outlets in Oregon, directly through mailing lists, and through distributors and wine brokers who sell in specific targeted areas outside of the state of Oregon. As the Company has increased production volumes and achieved greater brand recognition, sales to other domestic markets have increased both in terms of absolute dollars and as a percentage of total Company sales.

Direct Sales. The Company's Winery is located adjacent to the state's major north-south freeway (Interstate 5), approximately 2 miles south of the state's third largest metropolitan area (Salem), and 50 miles in either direction from the state's first and second largest metropolitan areas (Portland and Eugene, respectively). The Company believes the Winery's unique location along Interstate 5 has resulted in a greater amount of wines sold at the Winery as compared to the Oregon industry standard. Direct sales from the Winery are an important distribution channel and an effective means of product promotion. To increase brand awareness, the Company offers educational Winery tours and product presentations by trained personnel.

The Company holds four major festivals and events at the Winery each year. In addition, open houses are held at the Winery during major holiday weekends such as Memorial Day, Independence Day, Labor Day and Thanksgiving, where barrel tastings and cellar tours are given. Numerous private parties, wedding receptions, political and other events are also held at the Winery. Finally, the Company participates in many wine and food festivals throughout Oregon. Each of these events results in direct sales of the Company's wines and promotion of its label to event attendees.

Direct sales are profitable because the Company is able to sell its wine directly to consumers at retail prices rather than to distributors or retailers at wholesale prices. Sales made directly to consumers at retail prices result in an increased profit margin equal to the difference between retail prices and distributor or wholesale prices, as the case may be. For 2004, direct sales were approximately 17% of the Company's revenue.

Self-Distribution. The Company has established a self-distribution system to sell its wines to restaurant and retail accounts located in Oregon. Eighteen sales representatives, who take wine orders and make some deliveries primarily on a commission-only basis, currently carry out the self-distribution program. Company-provided trucks and delivery drivers support several of these sales representatives. The Company believes this program of self-representation and delivery has allowed its relatively new wines to gain a strong presence in the Oregon market with over 1,200 restaurant and retail accounts established as of December 31, 2004. The Company further believes that the location of its Winery along Interstate 5 facilitates self-distribution throughout the entire Willamette Valley, where approximately 70% of Oregon's population resides.

The Company has expended significant resources to establish its self-

distribution system. The system initially focused on distribution in the Willamette Valley, but has expanded to the Oregon coast and southern Oregon. For 2004, approximately 53% of the Company's net revenues were attributable to self-distribution.

Distributors and Wine Brokers. The Company uses both independent distributors and wine brokers primarily to market the Company's wines in specific targeted areas where self-distribution is not feasible. Only those distributors and wine brokers who have demonstrated knowledge of and a proven ability to market premium, super premium, and ultra premium wines are utilized. Outside of Oregon, the Company's products are distributed in 37 states and the District of Columbia.

In connection with its ongoing transition to a national network of affiliated distributors, the Company has an agreement with fourteen affiliated distributors under which the Company's products are distributed in certain states. As part of that agreement, the distributors paid the company $1,500,000 for a base amount of bottled wine to be retained by the Company, which was not recorded as a sale. The Company recorded a Distributor Obligation liability to recognize the future obligation of the Company to deliver the wine to the distributors, and recorded the wine as an asset at cost. The Company will hold the base amount of $1,500,000 of wine until 2006, when the balance will be depleted on a straight-line basis until 2010. Also as part of that agreement, the Company has agreed to pay the distributors incentive compensation if certain sales goals are met by 2006.The incentive compensation will be paid only in the event of a transaction in excess of $12 million in value in which either the Company sells all or substantially all of its assets or a merger, sale of stock, or other similar transaction occurs, the result of which is that the Company's current shareholders do not own at least a majority of the outstanding shares of capital stock of the surviving entity. Assuming the $12 million threshold is met and the distributors meet certain sales goals, the distributors will be entitled to incentive compensation equal to 20% of the total proceeds from the sale or transaction and up to 17.5% of the difference between the transaction value and approximately $8.5 million.

Shareholders. As a public company, the Company has a unique marketing opportunity available to only a few of its competitors. The Company has approximately 3,091 shareholders of record, which represents approximately 5,000 wine consumers since family members hold many shares jointly.

Tourists. Oregon wineries are experiencing an increase in on-site visits by consumers. In California, visiting wineries is a very popular leisure time activity. Napa Valley is one of California's largest tourist attractions with over 3.54 million visitors in 2003. Wineries in Washington are also experiencing strong interest from tourists. Chateau Ste. Michelle, located near Woodinville, Washington, attracts approximately 200,000 visitors per year.

The Winery is located less than one mile from The Enchanted Forest, a gingerbread village/forest theme park that, in 2002, was Oregon's twentieth most visited tourist attraction. The Enchanted Forest, which operates from March 15 to September 30 each year, attracts approximately 130,000 paying visitors per year. Adjacent to the Enchanted Forest is the Thrillville Amusement Park and the Forest Glen Recreational Vehicle Park, which contains approximately 110 overnight recreational vehicle sites. Many of the visitors to the Enchanted Forest and RV Park visit the Winery. More importantly, the Company believes its convenient location, adjacent to Interstate 5, enables the Winery to attract a significant number of visitors.

Competition

The wine industry is highly competitive. In a broad sense, wines may be considered to compete with all alcoholic and nonalcoholic beverages. Within the wine industry, the Company believes that its principal competitors include wineries in Oregon, California and Washington, which, like the Company, produce premium, super premium, and ultra premium wines. Wine production in the United States is dominated by large California wineries that have significantly greater financial, production, distribution and marketing resources than the Company. Currently, no Oregon winery dominates the Oregon wine market. Several Oregon wineries, however, are older and better established and have greater label recognition than the Company.

The Company believes that the principal competitive factors in the premium, super premium, and ultra premium segment of the wine industry are product quality, price, label recognition, and product supply. The Company believes it competes favorably with respect to each of these factors. The Company has received Excellent to Recommended reviews in tastings of its wines and believes its prices are competitive with other Oregon wineries. Larger scale production is necessary to satisfy retailers' and restaurants' demand and the Company believes that its current level of production is adequate to meet that demand for the foreseeable future. Furthermore, the Company believes that its ultimate forecasted production level of 298,000 gallons (124,000 cases) per year will give it significant competitive advantages over most Oregon wineries in areas such as marketing, distribution arrangements, grape purchasing, and access to financing. The current production level of most Oregon wineries is generally much smaller than the projected production level of the Company's Winery. With respect to label recognition, the Company believes that its unique structure as a consumer-owned company will give it a significant advantage in gaining market share in Oregon as well as penetrating other wine markets.

Governmental Regulation of the Wine Industry

The production and sale of wine is subject to extensive regulation by the U.S. Department of the Treasury, Alcohol and Tobacco Tax and Trade Bureau and the Oregon Liquor Control Commission. The Company is licensed by and meets the bonding requirements of each of these governmental agencies. Sale of the Company's wine is subject to federal alcohol tax payable at the time wine is removed from the bonded area of the Winery for shipment to customers or for sale in its tasting room. The current federal alcohol tax rate is $1.07 per gallon; however, wineries that produce not more than 150,000 gallons during the calendar year are allowed a graduated tax credit of up to $0.90 per gallon on the first 100,000 gallons of wine (other than sparkling wines) removed from the bonded area during that year. The Company also pays the state of Oregon an excise tax of $0.67 per gallon on all wine sold in Oregon. In addition, all states in which the Company's wines are sold impose varying excise taxes on the sale of alcoholic beverages. As an agricultural processor, the Company is also regulated by the Oregon Department of Agriculture and, as a producer of wastewater, by the Oregon Department of Environmental Quality. The Company has secured all necessary permits to operate its business. The Company estimates that its costs of compliance with federal and state environmental laws is $3,000 per year.

Prompted by growing government budget shortfalls and public reaction against alcohol abuse, Congress and many state legislatures are considering various proposals to impose additional excise taxes on the production and sale of alcoholic beverages, including table wines. Some of the excise tax rates being considered are substantial. The ultimate effects of such legislation, if passed, cannot be assessed accurately since the proposals are still in the discussion stage. Any increase in the taxes imposed on table wines can be expected to have a potentially adverse impact on overall sales of such products. However, the impact may not be proportionate to that experienced by

producers of other alcoholic beverages and may not be the same in every state.

Employees

As of December 31, 2004 the Company had 70 full-time employees and 6 part-time employees. In addition, the Company hires additional employees for seasonal work as required. The Company's employees are not represented by any collective bargaining unit. The Company believes it maintains positive relations with its employees.

Additional Information

The Company files quarterly and annual reports with the Securities and Exchange Commission. The public may read and copy any material that the Company files with the SEC at the SEC's Public Reference Room at 450 Fifth Street, N.W., Washington D.C. 20549. The public may also obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. As the Company is an electronic filer, filings may be obtained via the SEC website at (www.sec.gov.). Also visit the Company's website (www.wvv.com) for links to stock position and pricing.

DESCRIPTION OF PROPERTY.

See "DESCRIPTION OF BUSINESS -- Winery" and "-- Vineyard".

The Company carries Property and Liability insurance coverage in amounts deemed adequate by Management.

LEGAL PROCEEDINGS.

There are no material legal proceedings pending to which the Company is a party or to which any of its property is subject, and the Company's management does not know of any such action being contemplated.

SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

There were no matters submitted to a vote of security holders during the Company's Fourth Quarter ended December 31, 2004.

MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS.

The Company's Common Stock is traded on the NASDAQ Small Cap Market under the symbol "WVVI." As of December 31, 2004, there were 3,029 stockholders of record of the Common Stock.

The table below sets forth for the quarters indicated the high and low bids for the Company's Common Stock as reported on the NASDAQ Small Cap Market. The Company's Common Stock began trading publicly on September 13, 1994.

Quarter Ended	3/31/04	6/30/04	9/30/04	12/31/04
High	$2.52	$2.54	$2.50	$3.98
Low	$2.00	$2.07	$1.87	$2.06

Quarter Ended	3/31/03	6/30/03	9/30/03	12/31/03
High	$1.74	$1.53	$2.05	$2.30
Low	$1.26	$1.08	$1.18	$1.64

The Company has not paid any dividends on the Common Stock, and it is not anticipated that the Company will pay any dividends in the foreseeable future. The Company intends to use its earnings to grow the distribution of its

brands, improve quality and reduce debt. The Management does not intend to use earnings to pay dividends and if it chooses to recommend to the Board it approve such an action, management would first seek approval of its lender providing the credit facility.

Equity Compensation Plan Information

Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in common (a)) (c)
Equity compensation plans approved by security holders	284,200	$1.90	604,300
Equity compensation plans not approved By security holders	-	$ -	-
Total	284,200	$1.90	604,300

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION.

Forward Looking Statement

This Management's Discussion and Analysis of Financial Condition and Results of Operation and other sections of this Form 10KSB contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "expects", "anticipates", "intends", "plans", "believes", "seeks", "estimates", and variations of such words and similar expressions are intended to identify such forward-looking statements. Such forward-looking statements include, for example, statements regarding general market trends, predictions regarding growth and other future trends in the Oregon wine industry, expected availability of adequate grape supplies, expected positive impact of the Company's Hospitality Center on direct sales effort, expected increases in future sales. These forward-looking statements involve risks and uncertainties that are based on current expectations, estimates and projections about the Company's business, and beliefs and assumptions made by management. Actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements due to numerous factors, including, but not limited to: availability of financing for growth, availability of adequate supply of high quality grapes, successful performance of internal operations, impact of competition, changes in wine broker or distributor relations or performance, impact of possible adverse weather conditions, impact of reduction in grape quality or supply due to disease, impact of governmental regulatory decisions, and other risks detailed below as well as those discussed elsewhere in this Form 10KSB and from time to time in the Company's Securities and Exchange Commission filing and reports. In addition, such statements could be affected by general industry and market conditions and growth rates, and general domestic economic conditions.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Management's Discussion and Analysis of Financial Condition and Results of Operations discusses Willamette Valley Vineyards' consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles. As such, management is required to make certain estimates, judgments and assumptions that are believed to be reasonable based upon the information available. On an on-going basis, management evaluates its estimates and judgments, including those related to product returns, bad debts, inventories, investments, income taxes, financing operations, and contingencies and litigation. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

The Company's principal sources of revenue are derived from sales and distribution of wine. Revenue is recognized from wine sales at the time of shipment and passage of title. Our payment arrangements with customers provide primarily 30 day terms and, to a limited extent, 45 or 60 day terms. Shipping and handling costs are included in general and administrative expenses.

The Company values inventories at the lower of actual cost to produce the inventory or market value. We regularly review inventory quantities on hand and adjust our production requirements for the next twelve months based on estimated forecasts of product demand. A significant decrease in demand could result in an increase in the amount of excess inventory quantities on hand. In the future, if our inventory cost is determined to be greater than the net realizable value of the inventory upon sale, we would be required to recognize such excess costs in our cost of goods sold at the time of such determination. Therefore, although we make every effort to ensure the accuracy of our forecasts of future product demand, any significant unanticipated changes in demand could have a significant impact on the ultimate selling price and, therefore, the carrying value of our inventory and our reported operating results.

We capitalize internal vineyard development costs prior to the vineyard land becoming fully productive. These costs consist primarily of the costs of the vines and expenditures related to labor and materials to prepare the land and construct vine trellises. Amortization of such costs as annual crop costs is done on a straight-line basis for the estimated economic useful life of the vineyard, which is estimated to be 30 years. The Company regularly evaluates the recoverability of capitalized costs. Amortization of vineyard development costs are included in capitalized crop costs that, in turn are included in inventory costs and ultimately become a component of cost of goods sold.

The Company pays depletion allowances to the Company's distributors based on their sales to their customers. The Company sets these allowances on a monthly basis and the Company's distributors bill them back on a monthly basis. All depletion expenses associated with a given month are expensed in that month as a reduction of revenues. The Company also pays a sample allowance to the Company's distributors in the form of a 1.5% discount applied to invoices for product sold to the Company's distributors. The expenses for samples are expensed at the time of sale in the selling, general and administrative expense. The Company's distributors use the allowance to sample product to prospective customers.

Amounts paid by customers to the Company for shipping and handling expenses are included in the net revenue. Expenses incurred for shipping and handling charges are included in selling, general and administrative expense. The

Company's gross margins may not be comparable to other companies in the same industry as other companies may include shipping and handling expenses as a cost of goods sold.

OVERVIEW

RESULTS OF OPERATIONS

Management is continuing its focus on the Company's core product offerings, Vintage Pinot noir, Whole Cluster Pinot noir, Pinot gris and Riesling, and the continued building of the instate wholesale department called Bacchus Fine Wines, to increase revenues. Total net revenues grew by 28 percent for the year ended December 31, 2004, compared to the prior year. Operating income increased 94 percent for the year ended December 31, 2004, compared to the prior year. The Company's record net income in 2004 increased primarily due to strong sales of the core product offerings to out-of-state distributors and Bacchus Fine Wines sales to Oregon restaurant and retail outlets.

Out-of-state sales increased primarily due to the growth in depletions (sales from distributors to their customers) of the Company's core product offerings. As a group, the depletions of these products from distributors to their customers increased 21% for the year ended December 31, 2004, compared to the prior year period, driving the 30% growth in sales from the winery to out-of-state distributors during the year ended December 31, 2004, compared to the prior year period. The Company increased sales expenses and distributor support, primarily in the form of increased market visits by the winery staff, depletion allowances and sales incentives, to spur the increase in distributor depletions.

Sales in the state of Oregon through the Company's wholesale sales force and through direct sales from the winery to retail licensees increased 45% for the year ended December 31, 2004 compared to the prior year period, primarily due to the growth of distributed wine brands. Expenses increased significantly in the year ended December 31, 2004 compared to the prior year period as delivery support was built up to support the additional brands rolled out in 2004. Management considers Bacchus Fine Wines to be in a building stage where an intense focus is being applied to the placement of purchased wine in restaurant and retail accounts. The Company has purchased a significant inventory of wines for resale totaling approximately $950,000, placing an additional demand on cash and the Company's credit line. Management has taken these steps as it believes they will improve the sales opportunities for the Company's own wines with retail and restaurant customers and increase net income in the future.

Retail revenues were relatively flat during the year ended December 31, 2004 compared to the prior year period but retail cost of sales expenses were lower over the same comparable period. Although Tasting Room sales increased during the year ended December 31, 2004 compared to the same prior year period, the Winery experienced reductions in Key Customer sales due to staffing vacancies during the same comparable period. In the third and fourth quarter of 2004, Management added a Customer Service Coordinator and Key Customer Service personnel to increase direct sales to wine consumers.

During the year ended December 31, 2004, management initiated the sale and lease back of the 75.3 acre Meadowview parcel at the Tualatin Estate Vineyard for $726,675, which closed on October 22, 2004. The net proceeds of the sale were recorded in 2004 as other income for the non-vineyard acres of the parcel not being leased back, and as deferred gain for the leased back vineyard acres. The deferred gain will then be amortized over the life of the lease. Pursuant to the sale leaseback agreement, the Company will continue to farm and develop the vineyard acres of this parcel. This parcel includes 15.7

acres of established vineyard that the Company has agreed to lease for between 14 and 29 years, including three five year renewal terms, at the Company's option. The parcel also includes 7 acres of vineyard planted in 2004 and trellised with French Dijon clone 777 Pinot noir on disease resistant rootstock at the purchaser's expense, and 23 additional acres of vineyard land. The purchaser has agreed to fund the vineyard development of the 23 acres of vineyard land. The Company will begin paying rent on the 7 acres and any plantings on the 23 acres starting when the vines become commercially productive in 2008 for between 11 and 26 years, including three five year renewal terms, at the Company's option. The net cash proceeds of the sale were principally applied to reduce amounts owed under the Company's credit line.

Revenue from the remaining owned parcel at Tualatin Estate improved in the year ended December 31, 2004, due to renting of the winery facility to the Company's former winemaker.

In 2004, the Company entered into a long-term grape purchase agreement with one of its Willamette Valley wine grape growers, whereby the grower agreed to plant 40 acres of Pinot gris and 50 acres of Riesling and the Winery agreed to purchase the yield at fixed contract prices through 2015. The wine grape grower must meet strict quality standards for the wine grapes to be accepted by the Winery at time of harvest and delivery. This new long-term grape purchase agreement will increase the Company's supply of high quality wine grapes and provide a long-term grape supply, at fixed prices, which meet the Winery's gross margin goals.

Wine Quality

The quality of the Company's wines continued to attract national attention, including recommendations from chef and author Andrea Immer, Food Network's Chef Rachael Ray and chefs Caprial and John Pence of Oregon Public Broadcasting's Caprial and John's Kitchen.

Sales

Finished wine revenues increased 30% in the year ended December 31, 2004 compared to the previous year. Unit sales (6 and 12 bottle cases) increased 3% from the previous year. Case sales from the Winery decreased to 84,449 in the year ended December 31, 2004 from 90,294 in 2003 for product manufactured by the Company. The Company continued to experience increased unit sales for products other than its own through Bacchus Fine Wines, from 5,233 in 2003 to 13,782 in 2004. The Company's distributors experienced a collective increase of 12% in sales of Company products to their retail customers in 2004.

Wine Inventory

Inventories of wines produced by the Company have continued to decline in 2004 from their peak in 2002. Management has held wine production below sales rates for the past several years to bring inventories into balance. Management believes the fixed costs per unit of production will reduce when production volumes increase. Total finished wine inventory decreased to 134,123 cases in 2004 from 137,399 the previous year due to the sale of the Company's products, and offset by the continued purchasing of other brand's product for resale by Bacchus Fine Wines. There are many factors that will affect the Company's successful marketing of these wines, including whether the wines maintain their quality through the time they are sold and consumed, whether consumers will continue to enjoy these varieties and to be willing to pay higher prices for these wines, whether increased supply of these types of wines from the Company and other sources will put downward pressure on prices, as well as other factors, many of which management cannot control. In addition, factors that affect the Company's ability to operate profitably and implement the

sales and marketing strategy may affect the successful marketing of these wines. Management believes if these factors are successfully addressed, the Company can profitably market these wines.

Seasonal and Quarterly Results

The Company has historically experienced and expects to continue experiencing seasonal fluctuations in its revenues and net income. In the past, the Company has reported a net loss during its first quarter and expects this trend to continue in future first quarters, including the first quarter of 2005. Sales volumes increase progressively beginning in the second quarter through the fourth quarter because of consumer buying habits.

The following table sets forth certain information regarding the Company's revenues, excluding excise taxes, from Winery operations for each of the last eight fiscal quarters:

	Fiscal 2004 Quarter Ended (in thousands)				Fiscal 2003 Quarter Ended (in thousands)			
	3/31	6/30	9/30	12/31	3/31	6/30	9/30	12/31
Tasting room and retail sales	$328	$331	$458	$482	$296	$351	$446	$485
On-site and off-site festivals	50	12	16	10	43	22	21	22
In-state sales	902	1,171	1,283	1,783	591	756	915	1,292
Bulk/Grape sales	9	7	10	21	155	9	70	26
Out-of-state sales	597	650	635	896	447	481	535	679
Total winery revenues	1,886	2,171	2,402	3,192	1,532	1,619	1,987	2,504

Period-to-Period Comparisons

Revenue. The following table sets forth, for the periods indicated, select revenue data from Company operations:

Year Ended December 31 (in thousands)	2004	2003
Tasting room and retail sales	$1,599	$1,578
On-site and off-site festivals	88	108
In-state sales	5,139	3,554
Bulk /Grape Sales	47	260
Out-of-state sales	2,778	2,142
Revenues from winery operations	$9,651	$7,642
Less Excise Taxes	264	285
Net Revenue	$9,387	$7,357

2004 Compared to 2003.

Tasting room and retail sales for the year ended December 31, 2004 increased 1% to $1,599,404 from $1,577,622 for the same period in 2003. This was primarily due to sales through the Company's Turner tasting room for the year ended December 31, 2004 increasing 17% to $1,115,589 from $951,648 for the same period in 2003. The focus on telephone, mail order and retail sales will continue with the goal of expanding the customer base and continuing the trend of increasing revenue generation by the retail department. The Company

experienced a decrease in revenue during 2004 in on-site and off-site festivals revenue of $87,580 compared to $107,666 in the same period in 2003. This decrease is due primarily to the continuing focus away from on-site and off-site events, and towards telephone, mail order and retail sales.

Wholesale sales in the state of Oregon for the year ended December 31, 2004, through the Company's independent sales force and through direct sales from the winery, increased 45% to $5,139,015 compared to $3,554,499 for the same period in 2003. Large chain retailers dominate Oregon's retail wine environment. For example, one large retailer remains the largest in-state customer of the Company. The sales to this retailer were $749,433 in 2004, up from $339,022 in 2003.

Out-of-state sales for the year ended December 31, 2004, increased 30% to $2,778,019 compared to $2,141,989 for the same period in 2003. Depletions of wine through the Company's distributors to their customers increased in 2004 by 12%, to 30,227 units, from 27,042 units in 2003. After adjusting for deeply discounted, non-continuing Chardonnay sales in 2003, these depletions increased 15% to 30,227 from 26,244. The Pinot noir variety led sales in 2004.

The Company pays alcohol excise taxes based on product sales to both the Oregon Liquor Control Commission and to the U.S. Department of the Treasury, Alcohol and Tobacco Tax and Trade Bureau. The Company is liable for the taxes upon the removal of product from the Company's warehouse on a per gallon basis. The Company also pays taxes on the grape harvest on a per ton basis to the Oregon Liquor Control Commission for the Oregon Wine Board. The total excise taxes incurred in 2004 was $264,020, as compared to $284,743 in 2003. Sales data in the discussion above is quoted before the exclusion of excise taxes.

As a percentage of net revenue (i.e., gross sales less related excise taxes), gross margin for all winery operations was 49% for fiscal year 2004 as compared to 48% for 2003. The increased Bacchus sales of distributed products at half of the margin of the Company's products reduced the gross margin in 2004 and 2003, compared to historical margins. As the sales of distributed products increases, the net margin will continue to decline.

Amortization of vineyard development costs are included in capitalized crop costs that, in turn, are included in inventory costs and ultimately become a component of cost of goods sold. For the years ending December 31, 2004 and 2003, approximately $77,000 and $72,000 were amortized into inventory costs, respectively.

Selling, general, and administrative expenses for the year ended December 31, 2004, increased approximately 19% to $3,569,296 compared to $3,007,810 for the same period in 2003. As a percentage of revenue from winery operations, selling, general, and administrative expenses were 38% in 2004 as compared to 41% in 2003. The primary reasons for the dollar increase in expenses in 2004 over 2003 were increased expenses related to in-state sales, building of the Bacchus sales force, and increased outside accounting fees and management costs. The Company invested heavily in delivery vehicles and drivers to support the in-state sales force, as well as increased the marketing expenses provided for their accounts.

The Company's other income (expense) is summarized as follows:

	Year Ended December 31	
	2004	2003
Insurance settlement for inventory loss	$ -	$ 95,369
Miscellaneous rebates	44	1,511

Gain on Tualatin land sale	76,003	3,004
Farm Credit interest rebate	14,504	22,617
Insurance settlement for Vehicle loss	$ 7,296	$ -
Other income (expense)	$ 97,847	$ 122,501

Interest income decreased to $4,633 in fiscal year 2004 from $5,070 in fiscal year 2003. Interest expense decreased to $304,841 in fiscal year 2004 from $344,549 in fiscal year 2003. Interest expenses decrease primarily due to the continuing pay-down of the Company's long-term debt.

The provision for income taxes and the Company's effective tax rate were $345,476 and 43% of pre-tax income in fiscal year 2004 with $130,604 or 43% of pre-tax income recorded for fiscal year 2003.

As a result of the above factors, net income increased to $463,682 in fiscal 2004 from $173,728 for fiscal year of 2003. Earnings per share were $.10 and $.04, in fiscal years 2004 and 2003, respectively.

Liquidity and Capital Resources

Cash and cash equivalents increased to $851,492 at December 31, 2004 compared to $213,681 at December 31, 2003.

Inventories increased 7% as of December 31, 2004, to $7,827,982 from the December 31, 2003 level of $7,335,378. As the Company developed its Bacchus wholesale operation, it built up bottled wine inventory for resale to support the sales growth of Bacchus products. The inventory of the Company's own products was reduced through increased sales and the planned reduction in production.

Property, plant, and equipment, net, decreased 9% as of December 31, 2004, to $4,254,526 compared to $4,698,915 as of December 31, 2003. This decrease is primarily the result of the aging of the Company's assets and continuing efforts to control asset acquisitions.

The Company has a line of credit from Umpqua Bank, which provides for maximum borrowings of $2,000,000 for operations during the year ending December 31, 2005. The agreement calls for an interest rate equal to the Prime Rate. The agreement also contains, among other things, certain restrictive financial covenants with respect to total equity, debt-to-equity and debt coverage. At December 31, 2004, the Company was in compliance with all debt covenants. The borrowings are collateralized by the bulk and case goods inventory, and the proceeds from the sales thereof. The agreement replaced the existing $2,000,000 line of credit the Company had with GE Commercial Distribution Finance. As of December 31, 2004 the outstanding balance of the Umpqua Bank line was $1,232,251 as compared to $1,130,516 for the GE Commercial Distribution Finance line as of December 31, 2003. The increase in the Company's line of credit was primarily the result of the purchasing of inventory for resale through Bacchus Fine Wines.

Long-term debt decreased to $2,589,944 as of December 31, 2004, from $2,943,399 as of December 31, 2003. The Company has a loan agreement with Farm Credit Services that contains certain restrictive financial covenants, which require the Company to maintain certain financial ratios and balances. At December 31, 2004, the Company was in compliance with all five debt

covenants.

The Company's contractual obligations as of December 31, 2004 including long-term debt, grape payables, commitments for future payments under non-cancelable lease arrangements, and commitments for future payments under the Distributor Obligation, are summarized below:

	Payments Due by Period				
	Total	Less than 1 year	1-3 years	4-5 years	After 5 years
Long-term debt and capital lease obligations	$ 2,589,944	$ 257,957	$ 617,395	$ 700,421	$ 1,014,171
Grape Payables	592,390	230,706	180,000	160,000	21,684
Operating Leases	2,960,649	215,436	377,075	360,547	2,007,591
Distributor Obligation	1,500,000	-	600,000	600,000	300,000
Total Contractual Obligations	$ 7,642,983	$ 704,099	$ 1,774,470	$ 1,820,968	$ 3,343,446

	Amount of Commitment Expiration Per Period				
	Total	Less than 1 year	1-3 years	4-5 years	After 5 years
Operating Line of credit	$ 1,232,251	$ -	$ 1,232,251	$ -	$ -
Total Commercial Commitments	$ 1,232,251	$ -	$ 1,232,251	$ -	$ -

Risk Factors

The following disclosures should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations. These disclosures are intended to discuss certain material risks of the Company's business as they appear to management at this time. However, this list is not exhaustive. Other risks may, and likely will, arise from time to time.

Costs of being a publicly-held company may put us at a competitive disadvantage

As a public company, we incur substantial costs that are not incurred by our competitors that are privately-held. These compliance costs may result in our wines being more expensive than those produced by our competitors and/or may reduce our profitability compared to such competitors.

Agricultural Risks Could Adversely Affect Our Business

Winemaking and grape growing are subject to a variety of agricultural risks. Various diseases, pests, fungi, viruses, drought, frost and certain other weather conditions can affect the quantity of grapes available to the Company,

decreasing the supply of the Company's products and negatively impacting profitability. In particular, certain of the Company's vines are not resistant to phylloxera; accordingly, those vines are particularly at risk to the effects from an infestation of phylloxera.

Loss of Key Employees Could Harm Our Reputation and Business

Our success depends to some degree upon the continued service of a number of key employees. The loss of the services of one or more of our key employees, including the President, Winemaker, Controller and the Bacchus General Manager, could harm our business and our reputation and negatively impact our profitability.

Adverse Public Opinion Regarding Our Bacchus Portfolio May Harm Our Business

The Company has invested heavily in products for resale through our Bacchus Fine Wines department. The Company believes that having these products for sale will make it easier to sell additional Company product to the same buyers. If this strategy proves to be unsuccessful, the Company will have substantial inventory of non-Company products to sell at prices that may not cover our costs of such inventory and may result in our selling less Company product than anticipated. Either or both effects could adversely affect our profitability and shareholder value.

The Company's Ability to Operate Requires Utilization of the Line of Credit

The Company's cash flow from operations historically has not been sufficient to provide all funds necessary for the Company's Operations. The Company has entered into a line of credit agreement to provide such funds and entered into a term loan arrangement, the proceeds of which were used to acquire the Tualatin operations and to construct the hospitality center. In the past, the Company has been in violation of certain covenants of its prior line of credit agreement and term loan agreement. There is no assurance that the Company will be able to comply with all conditions under its credit facilities in the future or that the amount available under the line of credit facility will be adequate for the Company's future needs. Failure to comply with all conditions of the credit facilities or to have sufficient funds for operations could adversely affect the Company's results of operations and shareholder value.

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To the Board of Directors and Stockholders
Willamette Valley Vineyards, Inc.

We have audited the accompanying balance sheet of Willamette Valley Vineyards, Inc., as of December 31, 2004, and the related statements of operations, shareholders' equity, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Willamette Valley Vineyards, Inc., as of December 31, 2004, and the results of its operations and cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

/s/ Moss Adams LLP

Santa Rosa, California
February 26, 2005

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Willamette Valley Vineyards, Inc.

In our opinion, the accompanying statements of operations, of changes in shareholders' equity and of cash flows for the year ended December 31, 2003 present fairly, in all material respects, the results of operations and cash flows of Willamette Valley Vineyards for the year ended December 31, 2003 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As discussed in Note 13 to the accompanying financial statements, the Company

has restated its financial statements for the year ended December 31, 2003.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company's line of credit expires on January 3, 2005 which raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to this matter are also described in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

PricewaterhouseCoopers LLP

Portland, Oregon
March 24, 2004, except for the liquidity paragraph at Note 1 and Note 13, as to which the date is December 1, 2004

Willamette Valley Vineyards, Inc.
Balance Sheet

	December 31, 2004
ASSETS	
Current assets:	
Cash and cash equivalents	$ 851,492
Accounts receivable, net (Note 2)	908,510
Inventories (Note 3)	7,827,982
Prepaid expenses and other current assets	53,059
Income taxes receivable (Note 9)	-
Deferred income taxes (Note 9)	109,401
Total current assets	9,750,444
Vineyard development costs, net	1,482,348
Inventory (Notes 3 and 12)	571,355
Property and equipment, net (Note 4)	4,254,526
Note receivable (Note 10)	5,000
Debt issuance costs	42,561
Other assets	82,315
	$ 16,188,549
LIABILITIES AND SHAREHOLDERS' EQUITY	
Current liabilities:	
Line of credit (Note 5)	$ 1,232,251
Current portion of long-term debt (Note 6)	257,957
Accounts payable	510,803
Accrued expenses	526,860
Income taxes payable	278,970
Grape payables	592,390
Total current liabilities	3,399,231
Long-term debt (Note 6)	2,331,987
Distributor obligation (Note 12)	1,500,000
Deferred rent liability	131,785
Deferred gain (Note 11)	474,309
Deferred income taxes (Note 9)	212,975
Total liabilities	8,050,287

Commitments and contingencies (Note 11)	
Shareholders' equity (Notes 7 and 8):	
Common stock, no par value - 10,000,000 shares authorized, 4,486,278 issued and outstanding at December 31, 2004	7,182,329
Retained earnings	955,933
Total shareholders' equity	8,138,262
	$ 16,188,549

The accompanying notes are an integral part of the financial statements.

Willamette Valley Vineyards, Inc.
Statements of Operations
For the Years Ended December 31, 2004 and 2003

	2004	2003
Net revenues	$ 9,387,141	$ 7,356,646
Cost of goods sold	4,806,326	3,827,526
Gross margin	4,580,815	3,529,120
Selling, general and administrative expenses	3,569,296	3,007,810
Income from operations	1,011,519	521,310
Other income (expenses):		
Interest income	4,633	5,070
Interest expense	(304,841)	(344,549)
Other income	97,847	122,501
	(202,361)	(216,978)
Income before income taxes	809,158	304,332
Income tax provision (Note 9)	345,476	130,604
Net income	$ 463,682	$ 173,728
Basic net income per common share	$ 0.10	$ 0.04
Diluted net income per common share	$ 0.10	$ 0.04

The accompanying notes are an integral part of the financial statements.

Willamette Valley Vineyards, Inc.
Statements of Shareholders' Equity
For the Years Ended December 31, 2004 and 2003

	Common stock Shares	Dollars	Retained earnings	Total
Balances at December 31, 2002	4,469,444	7,155,162	318,523	7,473,685
Stock issuance for compensation	10,034	12,427	-	12,427
Net income	-	-	173,728	173,728
Balances at December 31, 2003	4,479,478	$ 7,167,589	$ 492,251	$ 7,659,840
Stock issuance for compensation	5,300	12,190	-	12,190
Common stock issued and options exercised	1,500	2,550	-	2,550
Net income	-	-	463,682	463,682
Balances at December 31, 2004	4,486,278	$ 7,182,329	$ 955,933	$ 8,138,262

The accompanying notes are an integral part of the financial statements.

Willamette Valley Vineyards, Inc.
Statements of Cash Flows
For the Years Ended December 31, 2004 and 2003

	2004	2003
Cash flows from operating activities:		
Net income	$463,682	$173,728
Reconciliation of net income to net cash (used for) provided by operating activities:		
Depreciation and amortization	636,889	713,817
Gain on disposal of fixed assets	(81,401)	(3,003)
Loss on disposal of vines	31,063	-
Deferred income taxes	(17,388)	(6,622)
Bad debt expense	-	6,198
Stock issued for compensation	12,190	12,427
Changes in assets and liabilities:		
Accounts receivable	(111,674)	(283,173)
Inventories	(511,545)	182,907
Prepaid expenses and other current assets	(6,494)	1,343
Note receivable	61,134	(4,186)
Other assets	(28,803)	3,989
Accounts payable	(241,416)	380,966
Accrued expenses	55,419	197,743
Income taxes receivable/payable	362,881	(94,896)
Grape payables	(77,324)	(200,344)
Deferred rent liability	22,790	22,792
Deferred gain	74,566	(24,984)
Net cash provided by operating activities	644,569	1,078,702
Cash flows from investing activities:		
Additions to property and equipment	(292,510)	(273,214)
Vineyard development expenditures	(102,532)	(63,275)
Proceeds on sale of fixed assets	639,632	15,128

Net cash provided by (used for) investing activities	244,590	(321,361)
Cash flows from financing activities:		
Debt issuance costs	(2,178)	(17,237)
Net increase (decrease) in line of credit balance	101,735	(919,655)
Proceeds from and stock options exercised	2,550	-
Issuance of long-term debt	28,923	-
Repayments of long-term debt	(382,378)	(238,951)
Net cash used for financing activities	(251,348)	(1,175,843)
Net (decrease) increase in cash and cash equivalents	637,811	(418,502)
Cash and cash equivalents:		
Beginning of year	213,681	632,183
End of year	$ 851,492	$ 213,681

The accompanying notes are an integral part of the financial statements.

Willamette Valley Vineyards, Inc.
Notes to Financial Statements

1. Summary of Operations, Basis of Presentation and Significant Accounting Policies

Organization and Operations
Willamette Valley Vineyards, Inc. (the "Company") owns and operates vineyards and a winery located in the state of Oregon, and produces and distributes premium, super premium, and ultra premium wines, primarily Pinot noir, Pinot gris, Chardonnay, and Riesling. The majority of the Company's wine is sold to grocery stores and restaurants in the state of Oregon through the Company's sales force. In 2004 and 2003 no one customer represented more than 10% of revenues. Out-of-state sales represented approximately 29% and 30% of revenues for 2004 and 2003. Foreign sales represent less than 1% of total sales. The Company also sells its wine from the tasting room at its winery.

Basis of Presentation
The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, which require management to make certain estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The Company bases its estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances at the time. Actual results could differ from those estimates under different assumptions or conditions.

Segment Reporting
The Company has a single operating segment consisting of the retail, instate self-distribution and out of state sales departments. These departments have similar economic characteristics, offer the same products to customers, utilize the same production facilities and processes and have similar customer

types and distribution methods.

Fair Value of Financial Instruments
The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate that value:

Cash and Cash Equivalents, Accounts Receivables, Prepaid Expenses and Other Current Assets, Accounts Payable, Accrued Expenses and Other Current Liabilities
The carrying amounts of these items are a reasonable estimate of their fair values.

Note Receivable
The carrying amounts of these items are a reasonable estimate of their fair values.

Line of Credit
Borrowings under the line of credit arrangement have variable interest rates that reflect currently available terms and conditions for similar debt. The carrying amount of this debt is a reasonable estimate of its fair value.

Long-Term Debt
The fair value of the Company's long-term debt, including the current portion thereof, is estimated based on the present value method using AA rates provided by Farm Credit Services for the Northwest Farm Credit Services debt and estimated current rates for similar borrowing arrangements for all other long term debt. The carrying value and estimated fair value of long term debt, including current portion is as follows:

	Carrying Value	Fair Value
Northwest Farm Credit Services	$ 2,534,901	$ 2,627,103
Other	55,043	54,500

Other Comprehensive Income
The nature of the Company's business and related transactions do not give rise to other comprehensive income.

Cash and Cash Equivalents
Cash and cash equivalents include highly liquid short-term investments with an original maturity of less than 90 days.

Inventories
After a portion of the vineyard becomes commercially productive, the annual crop and production costs relating to such portion are recognized as work-in-process inventories. Such costs are accumulated with related direct and indirect harvest, wine processing and production costs, and are transferred to finished goods inventories when the wine is produced, bottled, and ready for sale. The cost of finished goods is recognized as cost of sales when the wine product is sold. Inventories are stated at the lower of first-in, first-out ("FIFO") cost or market by variety. In accordance with general practices in the wine industry, wine inventories are generally included in current assets in the accompanying balance sheet, although a portion of such inventories may be aged for more than one year (Notes 3 and 12).

Vineyard Development Costs
Vineyard development costs consist primarily of the costs of the vines and expenditures related to labor and materials to prepare the land and construct vine trellises. The costs are capitalized until the vineyard becomes

commercially productive, at which time annual amortization is recognized using the straight-line method over the estimated economic useful life of the vineyard, which is estimated to be 30 years. Accumulated amortization of vineyard development costs aggregated $487,273 and $467,727 at December 31, 2004 and 2003, respectively.

Amortization of vineyard development costs are included in capitalized crop costs that in turn are included in inventory costs and ultimately become a component of cost of goods sold. For the years ending December 31, 2004 and 2003 approximately $77,000 and $72,000 were amortized into inventory costs, respectively.

During the year ended December 31, 2004, the Company disposed of approximately 6.0 acres of vines. These vines were determined to be of a variety, gewurztraminer, not in sufficient demand to support the cost of high quality, low yield, farming that resulted from declining production from these vines due to an infestation of phylloxera, an aphid-like insect (Note 11). As a result of this disposal, the Company recorded a loss on vineyard development costs in the amount of $31,063.

This loss is included in selling, general and administrative expenses in the statement of operations. The Company intends to replant this land with selected vinifera varieties on phylloxera resistant rootstock.

Property and Equipment

Property and equipment are stated at cost or the historical cost basis of the contributing shareholders, as applicable, and are depreciated on the straight-line basis over their estimated useful lives as follows:

Land improvements	15 years
Winery building	30 years
Equipment	5-7 years

Expenditures for repairs and maintenance are charged to operating expense as incurred. Expenditures for additions and betterments are capitalized. When assets are sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any resulting gain or loss is included in operations. The Company reviews the carrying value of investments for impairment whenever events or changes in circumstances indicate the carrying amounts may not be recoverable.

Debt Issuance Costs

Debt issuance costs are amortized on the straight-line basis, which approximates the effective interest method, over the life of the debt. Amortization of debt issuance costs was approximately $22,000 and $28,000 in 2004 and 2003, respectively.

Income Taxes

The Company accounts for income taxes using the asset and liability approach whereby deferred income taxes are calculated for the expected future tax consequences of temporary differences between the book basis and tax basis of the Company's assets and liabilities.

Deferred Rent Liability

The Company leases land under a sale-leaseback agreement. The long-term operating lease has minimum lease payments that escalate every year. For accounting purposes, rent expense is recognized on the straight-line basis by dividing the total minimum rents due during the lease by the number of months in the lease. In the early years of a lease with escalation clauses, this treatment results in rental expense recognition in excess of rents paid, and the creation of a long-term deferred rent liability. As the lease matures, the deferred rent liability will decrease and the rental expense recognized will be

less than the rents actually paid. For the period ended December 31, 2004 and 2003, rent costs recognized in excess of amounts paid totaled $22,790 and $22,109, respectively.

Revenue Recognition

The Company recognizes revenue when the product is shipped and title passes to the customer. The Company's standard terms are 'FOB' shipping point, with no customer acceptance provisions. The cost of price promotions and rebates are treated as reductions of revenues. No products are sold on consignment. Credit sales are recorded as trade accounts receivable and no collateral is required. Revenue from items sold through the Company's retail locations is recognized at the time of sale. The Company has established an allowance for doubtful accounts based upon factors pertaining to the credit risk of specific customers, historical trends, and other information. Delinquent accounts are written-off when it is determined that the amounts are uncollectible.

Cost of Goods Sold

Costs of goods sold include costs associated with grape growing, external grape costs, packaging materials, winemaking and production costs, vineyard and production administrative support and overhead costs, purchasing and receiving costs and warehousing costs.

Selling, General and Administrative Expenses

Selling, general and administrative expenses consist primarily of non-manufacturing administrative and overhead costs, advertising and other marketing promotions. Advertising costs are expensed as incurred or the first time the advertising takes place. Advertising costs incurred were approximately $19,500 and $25,000 in 2004 and 2003, respectively.

The Company provides an allowance to distributors for providing sample of products to potential customers. These costs, which are included in selling, general and administrative expenses, totaled approximately $43,000 and $48,000 in 2004 and 2003, respectively.

Shipping and Handling Costs

Amounts paid by customers to the Company for shipping and handling costs are included in the net revenue. Costs incurred for shipping and handling charges are included in selling, general and administrative expense. Such costs totaled approximately $269,000 and $190,000 in 2004 and 2003, respectively. The Company's gross margins may not be comparable to other companies in the same industry as other companies may include shipping and handling costs as a cost of goods sold.

Excise Taxes

The Company pays alcohol excise taxes based on product sales to both the Oregon Liquor Control Commission and to the U.S. Department of the Treasury, Alcohol and Tobacco Tax and Trade Bureau. The Company is liable for the taxes upon the removal of product from the Company's warehouse on a per gallon basis. The federal tax rate is affected by a small winery tax credit provision which declines based upon the number of gallons of wine production in a year rather than the quantity sold. The Company also pays taxes on the grape harvest on a per ton basis to the Oregon Liquor Control Commission for the Oregon Wine Advisory. Excise taxes incurred approximated $264,000 in 2004 and $285,000 in 2003.

Stock Based Compensation

The Company accounts for the employee and director stock options in accordance with provisions of Accounting Principles Board ("APB") Opinion No. 25, Accounting for Stock Issued to Employees. Pro forma disclosures as required under Statement of Financial Accounting Standards ("SFAS") No. 123, Accounting for Stock Based Compensation, and as amended by SFAS No. 148, Accounting for Stock Based Compensation - Transition and Disclosure, are presented below

(Note 8).

Had compensation cost for the Company's stock option plans been determined based on the fair value at the grant date for awards consistent with the provisions of SFAS No. 123, the Company's net earnings would have been reduced to the pro forma amounts indicated as follows for the year ended December 31 (Note 8 for certain assumptions with respect to this computation):

	2004	2003
Net income, as reported	$ 463,682	$ 173,728
Add: Stock-based compensation expense included in reported net income, net of tax	7,314	7,463
Deduct: Total stock-based employee compensation expense under fair value based method for all awards, net of tax	(45,771)	(31,213)
Pro Forma net income (loss)	$ 425,225	$ 149,978
Earnings per share:		
Basic - as reported	$ 0.10	$ 0.04
Basic - pro forma	0.09	0.03
Diluted - as reported	0.10	0.04
Diluted - pro forma	0.09	0.03

On December 16, 2004, the FASB finalized FAS 123R "Share-Based Payment," which will be effective for the first interim or annual reporting periods beginning after December 15, 2005. The new standard will require the Company to record compensation expense for stock options using a fair value method. On March 29, 2005, the SEC issued SAB 107, which provides the Staff's views regarding interactions between FAS 123R and certain SEC rules and regulations and provides interpretations of the valuation of share-based payments for public companies.

The Company is currently evaluating FAS 123R and SAB 107 to determine the fair value method to measure compensation expense, the appropriate assumptions to include in the fair value model, the transition method to use upon adoption and the period in which to adopt the provisions of FAS 123R. The impact of the adoption of FAS 123R cannot be reasonably estimated at this time due to the factors discussed above as well as the unknown level of share-based payments granted in future years. The effect of expensing stock options on the Company's results of operations using the Black-Scholes model is presented in the table above.

Basic and Diluted Net Income per Share

Basic earnings per share are computed based on the weighted-average number of common shares outstanding each year. Diluted earnings per share are computed using the weighted average number of shares of common stock and potentially dilutive securities assumed to be outstanding during the year. Potentially dilutive shares from stock options and other common stock equivalents are excluded from the computation when their effect is antidilutive.

Options to purchase 284,200 shares of common stock were outstanding at December 31, 2004 and diluted weighted-average shares outstanding at December 31, 2004 include the effect of 59,823 stock options. Options to purchase 288,600 shares of common stock were outstanding at December 31, 2003 and diluted weighted-average shares outstanding at December 31, 2003 include

the effect of 5,298 stock options. In addition, the warrant outstanding since 1992 was not included in the computation of diluted earnings per share in 2004 or 2003 because the exercise price of $3.42 was greater than the average market price of the common shares during the last two years.

	2004			2003		
	Income	Weighted average shares outstanding	Earnings per share	Income	Weighted average shares outstanding	Earnings per share
Basic	$463,682	4,485,136	0.10	$173,728	4,477,043	0.04
Options	-	59,823	-	-	5,298	-
Diluted	$463,682	4,544,959	$0.10	$173,728	4,482,341	$0.04

Statement of cash flows
Supplemental disclosure of cash flow information:

	2004	2003
Interest paid	$ 305,000	$ 341,000
Supplemental schedule of noncash investing and financing activities:		
Capital leases	17,327	14,413
Issuance of common stock(Note 7)	12,190	12,427

Liquidity
The Company's ability to fund operations requires utilization of amounts available pursuant to a line of credit agreement as further discussed in Note 5. There was $1,232,251 outstanding on the line of credit with Umpqua Bank as of December 31, 2004. Management believes existing cash and cash flow from operations, combined with the amounts available under the line of credit facility will be sufficient to satisfy all debt service obligations and fund the Company's operating needs and capital expenditures through 2005.

2. Accounts Receivable

Oregon law prohibits the sale of wine in Oregon on credit; therefore, the Company's accounts receivable balances are the result of sales to out-of-state and foreign distributors. At December 31, 2004 the Company's accounts receivable balance is net of an allowance for doubtful accounts of $41,885.

Changes in the allowance for doubtful accounts are as follows:

	Balance at Beginning Of period	Charged to costs and expenses	Charged to other accounts	Write-offs net of recoveries	Balance at end of period
Fiscal year ended December 31, 2003:					
Allowance for Doubtful accounts	$ 41,885	$ 6,198	$ -	$ (6,198)	$ 41,885
Fiscal year ended December 31, 2004:					
Allowance for Doubtful accounts	$ 41,885	$ -	$ -	$ -	$ 41,885

3. Inventories

Inventories consist of:

Winemaking and packaging materials	$ 134,059
Work-in-process (costs relating to unprocessed and/or unbottled wine products)	1,891,681
Finished goods (bottled wine and related products)	6,373,597
	8,399,337
Less: amounts designated for distributor (Note 12)	(571,355)
Current inventories	$ 7,827,982

4. Property and Equipment

Land and improvements	$ 769,644
Winery building and hospitality center	4,647,272
Equipment	3,805,075
	9,221,991
Less accumulated depreciation	(4,967,465)
	$ 4,254,526

5. Line of Credit Facility

In December of 2004 the Company entered into a revolving line of credit agreement with Umpqua Bank that allows borrowings of up to $2,000,000 against eligible accounts receivables and inventories as defined in the agreement. The revolving line bears interest at prime and is payable monthly. The interest rate was 5.55% at December 31, 2004. At December 31, 2004 there were borrowings of $1,232,251 on the revolving line of credit.

The weighted-average interest rate on the aforementioned borrowings for the fiscal years ended December 31, are as follows:

2004	5.55%
2003	5.55%

The new line of credit agreement includes various covenants, which among other things, requires the Company to maintain minimum amounts of tangible net worth, debt-to-equity, and debt service coverage as defined, and limits the level of acquisitions of property and equipment. As of December 31, 2004, the Company was in compliance with these covenants.

Umpqua Bank Capital borrowings are collateralized by the bulk and case goods inventory and the proceeds from the sales thereof.

6. Long-Term Debt

Long-term debt consists of:

2004

Northwest Farm Credit Services Loan	$ 2,534,901
Vehicle financing	55,043
	2,589,944
Less current portion	(257,957)
	$ 2,331,987

The Company has an agreement with Northwest Farm Credit Services containing two separate notes bearing interest at a rate of 7.85%, which are collateralized by real estate and equipment. These notes require monthly payments ranging from $7,687 to $30,102 until the notes are fully repaid in 2014. The loan agreement contains covenants, which require the Company to maintain certain financial ratios and balances. At December 31, 2004, the Company was in compliance with these covenants. In the event of future noncompliance with the Company's debt covenants, Northwest Farm Credit Services ("FCS") would have the right to declare the Company in default, and at FCS' option without notice or demand, the unpaid principal balance of the loan, plus all accrued unpaid interest thereon and all other amounts due shall immediately become due and payable.

Future minimum principal payments of long-term debt mature as follows:

Year ending December 31,	
2005	$ 257,957
2006	299,687
2007	317,708
2008	337,655
2009	362,766
Thereafter	1,014,171
	$ 2,589,944

7. Shareholders' Equity

The Company is authorized to issue 10,000,000 shares of its common stock. Each share of common stock is entitled to one vote. At its discretion, the Board of Directors may declare dividends on shares of common stock, although the Board does not anticipate paying dividends in the foreseeable future.

On June 1, 1992, the Company granted its president a warrant to purchase 15,000 shares of common stock as consideration for his personal guarantee of the real estate loans and the line of credit with Northwest Farm Credit Services (Notes 6 and 8). The warrant is exercisable through June 1, 2012 at an exercise price of $3.42 per share. As of December 31, 2004, no warrants had been exercised.

In each of the years ended December 31, 2004 and 2003, the Company granted 5,300 and 10,034 shares of stock valued at $12,190 and $12,427, respectively, as compensation to employees. The cost of these grants was capitalized as inventory or included in selling, general and administrative expenses in the statement of operations. The effects of these noncash transactions have been excluded from the cash flow statements in each period.

8. Stock Incentive Plan

900,000 Shares of common stock have been reserved for issuance to employees and directors of the Company under a stock incentive plan. Administration of the plan, including determination of the number, term, and type of options to be granted, lies with the Board of Directors or a duly authorized committee of the Board of Directors. Options are generally granted based on employee performance with vesting periods ranging from date of grant to seven years. The maximum term before expiration for all grants is ten years. As of December 31, 2004, there are approximately 604,300 shares available for future issuance under this plan.

At December 31, 2004 and 2003, the following transactions related to stock options occurred:

	2004		2003	
	Shares	Weighted average exercise price	Shares	Weighted average exercise price
Outstanding at beginning of year	288,600	$ 1.69	421,670	$ 1.71
Granted	84,000	2.31	20,000	1.46
Exercised	(1,500)	1.70	-	-
Forfeited	(86,900)	1.77	(153,070)	1.71
Outstanding at end of year	284,200	$ 1.90	288,600	$ 1.69

Weighted-average options outstanding and exercisable at December 31, 2004 are as follows:

	Options outstanding			Options exercisable	
Exercise price	Number outstanding at December 31, 2004	Weighted average remaining contractual life	Weighted average exercise price	Number exercisable at December 31, 2004	Weighted average exercise price
$ 1.46	20,000	8.09	$ 1.46	8,000	$ 1.46
1.50	39,986	3.11	1.50	40,786	1.50
1.56	42,000	5.58	1.56	42,000	1.56
1.66	30,000	2.90	1.66	30,000	1.66
1.69	6,500	5.66	1.69	6,500	1.69
1.72	4,000	0.58	1.72	4,000	1.72
1.75	38,000	3.17	1.75	38,000	1.75
1.81	3,000	4.24	1.81	3,000	1.81
2.30	60,000	9.58	2.30	12,400	2.30
2.31	20,000	9.40	2.31	20,000	2.31
2.54	4,000	4.40	2.54	4,000	2.54
2.75	2,000	1.48	2.75	2,000	2.75
3.00	8,714	1.06	3.00	7,914	3.00
3.62	6,000	0.58	3.62	6,000	3.62
$ 1.46-$3.62	284,200	5.25	$ 1.90	224,600	$ 1.84

The Company adopted SFAS No. 123 in 1996 and has elected to account for its stock-based compensation under Accounting Principles Board Opinion 25. As

required by SFAS No. 123, the Company has computed for pro forma disclosure purposes (Note 1) the value of options granted during each of the two years ended December 31 using the Black-Scholes option-pricing model with the following weighted-average assumptions used for the grants in 2004 and 2003:

	2004	2003
Risk-free interest rate	4.83 %	4.47 %
Expected lives	10 years	10 years
Expected volatility	50 %	52 %

Adjustments are made for options forfeited prior to vesting. For the years ended December 31, 2004 and 2003, the total value of the options granted was computed to be approximately $129,615 and $19,600, respectively, which would be amortized on the straight-line basis over the vesting period of the options.

For the years ended December 31, 2004 and 2003, the weighted average fair value of options granted was computed to be $1.54 and $0.98, respectively.

9. Income Taxes

The provision for income taxes consists of:

	2004	2003
Current tax expense (benefit):		
Federal	$299,963	$114,754
State	68,472	22,472
	368,435	137,226
Deferred tax expense (benefit):		
Federal	(20,349)	(5,870)
State	(2,610)	(752)
	(22,959)	(6,622)
Total	$345,476	$130,604

The effective income tax rate differs from the federal statutory rate as follows:

	Year ended December 31, 2004	2003
Federal statutory rate	34.0 %	34.0 %
State taxes, net of federal benefit	4.4	4.4
Permanent differences	3.1	3.9
Other, primarily prior year taxes	1.2	0.6
	42.7 %	42.9 %

Permanent differences consist primarily of nondeductible meals and entertainment and life insurance premiums.

Deferred tax assets and (liabilities) at December 31 consist of:

	2004
Accounts receivable	$ 16,067
Inventories	92,458
Other	876

Net current deferred tax asset	109,401
Depreciation	(344,367)
Deferred gain on sale-leaseback	181,945
Deferred liabilities	(50,553)
Net noncurrent deferred tax liability	(212,975)
Net deferred tax liability	$ (103,574)

10. Related Parties

During 2004 and 2003, the Company purchased grapes from certain director/ shareholders for an aggregate price of $3,489 and $122,780, respectively. At December 31, 2004 grape payables included no amounts owed to these shareholders.

A loan to the Company's President due in March 2009, and secured by 75,000 shares of common stock, was repaid in December 2004.

The Company provides living accommodations in a manufactured home on the Company's premises for the president and his family as additional compensation for security and lock-up services the president provides. During the years ended December 31, 2004 and 2003, the Company recorded $6,422 and $6,953, respectively, in expenses related to the housing provided for its president.

11. Commitments and Contingencies

Litigation
From time to time, in the normal course of business, the Company is a party to legal proceedings. Management believes that these matters will not have a material adverse effect on the Company's financial position, results of operations or cash flows, but due to the nature of the litigation, the ultimate outcome cannot presently be determined.

Operating Leases
The Company entered into a lease agreement for approximately 45 acres of vineyards and related equipment in 1997. In December 1999, under a sale-leaseback agreement, the Company sold a portion of the Tualatin Vineyards property with a net book value of approximately $1,000,000 for approximately $1,500,000 cash and entered into a 20-year operating lease agreement. The gain of approximately $500,000 is being amortized over the 20-year term of the lease. In December 2004, under a new sale-leaseback agreement, the Company sold another portion of the Tualatin Vineyards property with a net book value of approximately $551,000 for approximately $727,000 cash and entered into a 14-year operating lease agreement. Approximately $99,000 of the total gain of $176,000 realized from this sale/leaseback transaction has been deferred and will be amortized over the life of the lease agreement.

The amortization of the deferred gain totals approximately $25,000 per year for the 1999 sale-leaseback agreement and $7,000 for the 2004 sale-leaseback agreement, and is recorded as an offset to the related lease expense in selling, general and administrative expenses.

As of December 31, 2004, future minimum lease payments are as follows:

Year ending
December 31,

2005	$ 215,436
2006	218,992
2007	158,083
2008	178,486
2009	182,061
Thereafter	2,007,783
Total	$ 2,960,841

The Company is also committed to lease payments for various office equipment. Total rental expense for all operating leases excluding the vineyards, amounted to $11,915 and $8,858 in 2004 and 2003, respectively. In addition, payments for the leased vineyards have been included in inventory or vineyard developments costs and aggregate approximately $201,622 for the year ended December 31, 2004.

Grape Purchase Agreements
On December 23, 2004, the Company entered into a grape purchase agreement with one of its Willamette Valley wine grape growers whereby the grower agreed to plant 40 acres of Pinot gris and 50 acres of Riesling and the Company agreed to purchase the yield at fixed contract prices through the year 2015. The winegrower must meet strict quality standards for the wine grapes to be accepted by the Company at time of harvest and delivery.

Susceptibility of Vineyards to Disease
The Tualatin Vineyard and the leased vineyards are known to be infested with phylloxera, an aphid-like insect, which can destroy vines. The Company has not detected any phylloxera at its Turner Vineyard.

It is not possible to estimate any range of loss that may be incurred due to the phylloxera infestation of our vineyards. The phylloxera at Tualatin Estate Vineyard is believed to have been introduced on the roots of the vines first planted on the property in the southern most section Gewurztraminer in 1971 that the Company partially removed in 2004. The remaining vines, and all others infested, remain productive at low crop levels.

12. Distributor Obligation

During 2001 the Company entered into a distribution agreement with a national wine distributor group (the "distributor"), whereby the distributor paid the Company $1,500,000 for a base amount of bottled wine with an approximate cost of $571,355 at December 31, 2004. The Company believed the best way to incentivize national distributors to focus on a relatively small national brand such as the Company's was to provide the distributors a special financial incentive to focus on the brand. The Company negotiated a way to incentivize its new distributor to provide a focus on the Company's brand in a mutually beneficial way with the goal of greatly increasing nationwide sales through the distribution agreement. The agreement calls for the Company to warehouse this base amount of wine at the Turner location, calculated using standard out of state pricing, with any draw-downs by the distributor to be simultaneously replenished by another purchase. The distribution agreement does not contain any restrictive covenants. The distribution agreement appoints the distributors the exclusive distributor of its wines identified by the agreement to retail licensees in the regions serviced by the distributors as identified by the agreement. There are no informal arrangements that impact the Company's obligations or the rights and privileges of the distribution group. Sales to members of the distributor group totaled approximately $1,104,363 and $812,702 in 2004 and 2003, respectively.

The Company has recorded a Distributor Obligation liability, and a long-term

inventory asset based on the actual cost of goods held in the base amount of wine at year end, to recognize the future obligation to deliver this amount of wine to the distributor. The inventory held in the base amount of wine is as follows:

Wine		
Willamette Valley		
Chardonnay	1,120	cs.
Estate Chardonnay	200	pks.
Pinot Gris	-	cs.
Pinot Noir	9,309	cs.
Pinot Noir-Founders Reserve	-	pks.
Pinot Noir-Estate	500	pks.
Pinot Noir-Freedom Hill	200	pks.
Pinot Noir-Hoodview	200	pks.
Pinot Noir-Karina	100	pks.
Pinot Noir-Signature Cuvee	278	pks.
Tualatin Estate		
Chardonnay	336	cs.
Pinot Noir	336	cs.
Griffin Creek		
Merlot	672	pks.
Pinot Noir	-	pks.
Syrah	336	pks.

The distributor obligation will be settled by the delivery of inventory based on a predetermined depletion schedule. The agreement calls for the base amount of prepaid wine the Company holds for the distributor to remain at $1,500,000 until 2006, when the balance is depleted to the following levels in the following years:

2006	$ 1,200,000
2007	900,000
2008	600,000
2009	300,000
2010	-

The agreement can be cancelled with or without cause as defined in the agreement upon 30 or 90 days notice, respectively. Upon termination of the agreement the distributor obligation is to be repaid over the following 14 months.

Also as part of that agreement, the Company has agreed to pay the distributor incentive compensation if certain sales goals are met by 2006 and if a certain transaction occurs. The incentive compensation will be paid only in the event of a transaction in excess of $12 million in value in which either the Company, at its option, sells all or substantially all of its assets or a merger, sale of stock, or other similar transaction occurs, at the Company's option, the result of which is that the Company's current shareholders do not own at least a majority of the outstanding shares of capital stock of the surviving entity. Assuming the $12 million threshold is met and the distributor meets certain sales goals, the distributor will be entitled to incentive compensation equal to 20% of the total proceeds from the sale or transaction and up to 17.5% of the difference between the transaction value and approximately $8.5 million.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

On December 8, 2004, Willamette Valley Vineyards, Inc. (the "Company") dismissed PricewaterhouseCoopers LLP as the Company's independent registered

public accounting firm. On that date, the Company's Audit Committee met to consider management's recommendation to dismiss PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for the year ending December 31, 2004. At that meeting, the Audit Committee unanimously agreed to dismiss PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm. During the Audit Committee meeting, a representative of PricewaterhouseCoopers LLP left a telephone message with the Company's chief financial officer and Audit Committee chair, in which PricewaterhouseCoopers LLP resigned as the Company's Independent Registered Public Accounting Firm effective immediately. PricewaterhouseCoopers LLP later delivered, via facsimile, a letter confirming the cessation of the client-auditor relationship between the Company and PricewaterhouseCoopers LLP effective immediately.

Except as noted in the next sentence, the reports of PricewaterhouseCoopers LLP on the Company's financial statements for the years ended December 31, 2003 and 2002 contained neither an adverse opinion nor a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principle. PricewaterhouseCoopers LLP's report on the Company's restated financial statements for the year ended December 31, 2003 included an explanatory paragraph with respect to substantial doubt about the Company's ability to continue as a going concern as a result of the Company's line of credit expiring on January 3, 2005. The line of credit was replaced on December 29, 2004.

During the Company's years ended December 31, 2003 and 2002 and through December 8, 2004, there were no disagreements with PricewaterhouseCoopers LLP, on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to PricewaterhouseCoopers LLP's satisfaction, would have caused it to make reference thereto in their reports on the Company's financial statements for such years.

The Company has identified that a) it had incorrectly applied the federal small winery tax credit during 2001, 2002 and 2003, b) it had capitalized and subsequently amortized certain label and package design costs that should have been expensed in the period incurred, c) it had improperly classified the amortization of deferred gain from a sales-leaseback in other income in 2001, 2002 and the first three quarters of 2003 rather than as an offset to lease expense included in selling, general and administrative expenses, and d) it had improperly classified an expense in other expense in the second quarter of 2003 rather than in cost of goods sold. The accounting errors arose because a) deficiencies in the design of the internal control structure and competencies within the accounting and financial reporting function and b) supervisory review procedures related to the preparation of the financial statements, including the process used to initially classify transactions, to ensure that amounts are appropriately classified in accordance with generally accepted accounting principles and classified consistently between reporting periods. PricewaterhouseCoopers LLP has informed the Company that they believe the deficiency in the design of controls and oversight to ensure operating effectiveness of the controls in place to ensure consistent application of accounting principles generally accepted in the United States of America constitutes a material weakness, as defined by the Public Company Accounting Oversight Board ("PCAOB") in PCAOB Auditing Standard No. 2, An Audit of Internal Control over Financial Reporting Performed in Conjunction with an Audit of Financial Statements.

Except as noted in the immediately preceding paragraph, during the years ended December 31, 2003 and 2002 and through December 8, 2004 there have been no reportable events (as defined in Item 304(a)(1)(iv)(B)(1) of Regulation S-B).

The Company has performed a review of its excise tax calculation and reporting

procedures and has put additional controls in place over the calculation and reporting of excise taxes to ensure that they are accurately measured and reported in the appropriate reporting period. The Company believes these changes to our disclosure controls and procedures will be adequate to provide reasonable assurance that the objectives of our disclosure controls and procedures will be met. The Company has also implemented enhanced supervisory review procedures related to the preparation of our financial statements, including the process used to initially classify transactions, to ensure that amounts are appropriately classified in accordance with generally accepted accounting principles and classified consistently between reporting periods.

CONTROLS AND PROCEDURES.

a) We carried out an evaluation, under the supervision and with the participation of the Chief Executive Officer, Chief Financial Officer and other management personnel, of the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities and Exchange Act of 1934 as of December 31, 2004. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer initially concluded that our disclosure controls and procedures as of December 31, 2004 were effective to ensure that information required to be disclosed by the Company in the reports it files or submits under the Securities and Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

Subsequent to the issuance of the Company's financial statements for the year ended December 31, 2003, the Company's management determined it was necessary to restate the Company's financial statements as of and for the years ended December 31, 2003, 2002, and 2001 and for each of the quarterly periods within each of those years for the following: a) the Company's incorrect application of the federal small winery tax credit, b) capitalization and subsequent amortization of certain label and package design costs that should have been expensed in the period incurred, c) revision in classification of the amortization of deferred gain from a sales-leaseback from other income to selling, general and administrative expenses, and d) revision in classification of an expense in other expense to cost of goods sold.

In connection with restating the Company's financial statements as provided in this report, the Chief Executive Officer, Chief Financial Officer and other management personnel re-evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by the report and as of the date of this report. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective at a reasonable assurance level.

Management and the Company's independent registered public accounting firm, PricewaterhouseCoopers LLP, identified and communicated to the Audit Committee certain matters relating to the Company's internal controls and procedures over its financial reporting for excise taxes during the periods under review that are considered a material weakness (as defined in Public Company Accounting Oversight Board Standard No. 2). In response thereto, the Company has performed a review of its excise tax calculation and reporting procedures and has put additional controls in place over the calculation and reporting of excise taxes to ensure that they are accurately measured and reported in the appropriate reporting period. We believe these changes to our disclosure controls and procedures will be adequate to provide reasonable assurance that the objectives of our disclosure controls and procedures will be met. The Company has also implemented enhanced supervisory review procedures related to the preparation of our financial statements, including the process used to initially classify transactions, to ensure that amounts are appropriately

classified in accordance with generally accepted accounting principles and classified consistently between reporting periods.

The Company does not expect that its disclosure controls and procedures will prevent all error and all fraud. A control procedure, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control procedure are met. Because of the inherent limitations in all control procedures, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The Company considered these limitations during the development of it disclosure controls and procedures, and will continually reevaluate them to ensure they provide reasonable assurance that such controls and procedures are effective.

b) There were no changes in the Company's internal control procedures over financial reporting that occurred during the period ended December 31, 2004 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting, except as noted above.