

PEPSIAMERICAS INC/IL/

Form SC 13D/A

August 23, 2007

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 13D
(Rule 13d-101)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)¹
(Amendment No. 4)
PepsiAmericas, Inc.**

(Name of Issuer)
**COMMON STOCK,
PAR VALUE \$0.01 PER SHARE**

(Title of Class of Securities)
71343P200

(CUSIP Number)
**Thomas H. Tamoney, Jr.
PepsiCo, Inc.
700 Anderson Hill Road
Purchase, NY 10577
Tel: (914) 253-3623**

(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)
June 13, 2007

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box o.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for other parties to whom copies are to be sent.

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of

securities, and
for any
subsequent
amendment
containing
information
which would
alter the
disclosures
provided in a
prior cover
page.

The information
required in the
remainder of
this cover page
shall not be
deemed to be
filed for the
purpose of
Section 18 of
the Securities
Exchange Act
of 1934 or
otherwise
subject to the
liabilities of that
section of the
Act but shall be
subject to all
other provisions
of the Act
(however, *see*
the *Notes*).

CUSIP No. 71343P200

13D

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NAME OF REPORTING PERSON

PepsiCo, Inc.

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

North Carolina

SOLE VOTING POWER

7

NUMBER OF

-0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

57,263,870

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER
-0-

WITH **10** SHARED DISPOSITIVE POWER
57,263,870

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
57,263,870

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
44.47% See Item 5

14 TYPE OF REPORTING PERSON
CO

NAME OF REPORTING PERSON

Pepsi-Cola Metropolitan Bottling Company, Inc.

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

New Jersey

SOLE VOTING POWER

7

NUMBER OF -0-

SHARED VOTING POWER

SHARES
BENEFICIALLY OWNED BY 8

36,713,824

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER
-0-

WITH **10** SHARED DISPOSITIVE POWER
36,713,824

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
36,713,824

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
28.51% See Item 5

14 TYPE OF REPORTING PERSON
CO

NAME OF REPORTING PERSONS

Pepsi-Cola Operating Company of Chesapeake and Indianapolis

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) o
(b) p

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF -0-

SHARED VOTING POWER

SHARES
BENEFICIALLY OWNED BY 8

10,578,951

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER
-0-

WITH **10** SHARED DISPOSITIVE POWER
10,578,951

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,578,951

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
8.21% See Item 5

14 TYPE OF REPORTING PERSON
CO

NAME OF REPORTING PERSONS

Pepsi-Cola Bottling Company of St. Louis, Inc.

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Missouri

SOLE VOTING POWER

7

NUMBER OF -0-

SHARED VOTING POWER

SHARES
BENEFICIALLY OWNED BY 8

8,752,823

EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER
		-0-
WITH	10	SHARED DISPOSITIVE POWER
		8,752,823

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,752,823

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.79% See Item 5

14 TYPE OF REPORTING PERSON

CO

AMENDMENT NO. 4 TO SCHEDULE 13D

This Amendment No. 4 amends the Report on Schedule 13D, originally filed on December 11, 2000 (the Original 13D), as amended by Amendment No. 1 thereto filed on January 2, 2001 (Amendment No. 1), Amendment No. 2 thereto filed on December 3, 2002 (Amendment No. 2) and Amendment No. 3 thereto filed on June 30, 2003 (Amendment No. 3) and, collectively with the Original 13D, Amendment No. 1 and Amendment No. 2, the Schedule 13D), with respect to the shares of common stock, par value \$0.01 per share, and associated preferred rights (collectively, the Common Stock), of PepsiAmericas, Inc. (the Company) beneficially owned, directly or indirectly, by PepsiCo, Inc., a North Carolina corporation (PepsiCo).

The Original 13D, Amendment No. 1 and Amendment No. 2 were jointly filed on behalf of (i) Dakota Holdings, LLC, a Delaware limited liability company (Dakota), (ii) Pohlad Companies, a Minnesota corporation (Pohlad), and (3) PepsiCo. As described in the second paragraph under the heading Preliminary Statement of Amendment No. 3, Dakota and Pohlad jointly filed Amendment No. 3 solely to reflect the conversion (the Conversion) of Dakota (a Delaware limited liability company) into a Minnesota limited liability company, which was accomplished by merging Dakota with and into Dakota Holdings, LLC, a Minnesota limited liability company (Dakota Minnesota). Following the Conversion and the consummation of the redemption described under Item 5 of Amendment No. 2, pursuant to which all of the membership interests in Dakota owned by PepsiCo through its wholly owned subsidiaries were redeemed in full, each of Pohlad and Dakota Minnesota elected to report, and have reported, their beneficial ownership of Common Stock apart from PepsiCo on Schedule 13Ds separate from this Schedule 13D. Consistent with this election, Dakota Minnesota (as successor to Dakota) and Pohlad are no longer reporting their beneficial ownership of Common Stock with PepsiCo and, as a result, any future amendments to this Schedule 13D, including this Amendment No. 4, are filed solely by PepsiCo and its subsidiaries.

Unless indicated otherwise, all items left blank remain unchanged and any items which are reported are deemed to amend and supplement the existing items in the Schedule 13D. Capitalized terms used without definitions in this Amendment No. 4 shall have the respective meanings ascribed to them in the Schedule 13D.

Item 1. Security and Issuer.

The second sentence of Item 1 of the Schedule 13D is hereby replaced in its entirety as follows:

The principal executive offices of the Company are located at 4000 Dain Rauscher Plaza, 60 South Sixth Street, Minneapolis, Minnesota 55402.

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby replaced in its entirety as follows:

(a), (b), (c) and (f) This Schedule 13D is being filed jointly on behalf of each of PepsiCo, Pepsi-Cola Metropolitan Bottling Company, Inc., a New Jersey corporation and wholly owned subsidiary of PepsiCo (Metro), Pepsi-Cola Operating Company of Chesapeake and Indianapolis, a Delaware corporation and wholly owned subsidiary of PepsiCo (Chesapeake) and Pepsi-Cola Bottling Company of St. Louis, Inc., a Missouri corporation and wholly owned subsidiary of PepsiCo (St. Louis), together with PepsiCo, Metro and Chesapeake, the Reporting Persons).

PepsiCo, a North Carolina corporation, is principally engaged as a holding company for various entities engaged in the beverage and snack food industries. The address of the principal business and the principal office of PepsiCo is 700 Anderson Hill Road, Purchase, NY 10577.

Metro, a New Jersey corporation, is principally engaged as a holding company for various entities engaged in the beverage and snack food industries. The address of the principal business and the principal office of Metro is 700 Anderson Hill Road, Purchase, NY 10577.

Chesapeake, a Delaware corporation, is principally engaged as a holding company for various entities engaged in the beverage and snack food industries. The address of the principal business and the principal office of Chesapeake is 700 Anderson Hill Road, Purchase, NY 10577.

St. Louis, a Missouri corporation, is principally engaged as a holding company for various entities engaged in the beverage and snack food industries. The address of the principal business and the principal office of St. Louis is 700 Anderson Hill Road, Purchase, NY 10577.

The name, business address, citizenship and present principal occupation or employment of each executive officer and director of PepsiCo, Metro, Chesapeake and St. Louis are set forth on Schedules A through D, respectively, attached hereto and incorporated herein by reference.

In addition, Midland Bottling Co. (Midland), a Delaware corporation and wholly owned subsidiary of PepsiCo, principally engaged as a holding company for various entities engaged in the beverage and snack food industries holds 794,115 shares in the Company and Beverages, Foods & Service Industries, Inc. (BFSI), a Delaware corporation and wholly owned subsidiary of PepsiCo, principally engaged as a holding company for various entities engaged in the beverage and snack food industries holds 424,157 shares in the Company. The address of the principal business and the principal office of Midland and BFSI is 700 Anderson Hill Road, Purchase, NY 10577.

(d) None of the Reporting Persons nor, to the knowledge of the Reporting Persons, any of the other persons listed on Schedules A through D attached hereto has been convicted in a criminal proceeding in the past five years (excluding traffic violations or similar misdemeanors).

(e) During the past five years, none of the Reporting Persons nor, to the knowledge of the Reporting Persons, any of the other persons listed on Schedules A through D attached hereto was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Not applicable.

Item 4. Purpose of Transaction.

The Reporting Persons are filing this Amendment No. 4 to report that PepsiCo has undertaken a reorganization of its ownership of the Company such that PepsiCo no longer directly holds shares in the Company and certain wholly owned subsidiaries of PepsiCo hold shares of the Company as follows: Metro holds 36,713,824 shares, Chesapeake holds 10,578,951 shares and St. Louis holds 8,752,823 shares. In addition, PepsiCo's wholly owned subsidiaries Midland and BFSI hold 794,115 and 424,157 shares in the Company, respectively. PepsiCo's beneficial ownership of shares in the Company has not changed and no acquisition or disposition of securities outside the PepsiCo group has occurred. In addition, the Reporting Persons report that PepsiCo entered into the Amended Shareholder Agreement described under Item 6 below with the Company on September 6, 2005.

The Reporting Persons have no plans or proposals that relate to or would result in the actions described under Items 4(a) - (j) of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby replaced in its entirety as follows:

(a) For the purposes of Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act), PepsiCo may be deemed to beneficially own 57,263,870 shares of Common Stock, or approximately 44.47% of the outstanding shares of Common Stock.

For the purposes of Rule 13d-3 promulgated under the Exchange Act, Metro may be deemed to beneficially own 36,713,824 shares of Common Stock, or approximately 28.51% of the outstanding shares of Common Stock.

For the purposes of Rule 13d-3 promulgated under the Exchange Act, Chesapeake may be deemed to beneficially own 10,578,951 shares of Common Stock, or approximately 8.21% of the outstanding shares of Common Stock.

For the purposes of Rule 13d-3 promulgated under the Exchange Act, St. Louis may be deemed to beneficially own 8,752,823 shares of Common Stock, or approximately 6.79% of the outstanding shares of Common Stock.

For the purposes of Rule 13d-3 promulgated under the Exchange Act, Midland may be deemed to beneficially own 794,115 shares of Common Stock, or approximately 0.6% of the outstanding shares of Common Stock.

For the purposes of Rule 13d-3 promulgated under the Exchange Act, BFSI may be deemed to beneficially own 424,157 shares of Common Stock, or approximately 0.3% of the outstanding shares of Common Stock.

(b) By virtue of the relationships reported under Item 2 of this statement, PepsiCo may be deemed to have shared voting and dispositive power with respect to the shares of Common Stock owned by each of Metro, Chesapeake, St. Louis, Midland and BFSI.

(c) The Reporting Persons have not effected any transaction in the Common Stock during the past 60 days.

(d) By virtue of the relationships described in Item 2 of this statement, PepsiCo may be deemed to have the power to direct the receipt of dividends declared on the shares of Common Stock held by each of Metro, Chesapeake, St. Louis, Midland and BFSI and the proceeds from the sale of such shares of Common Stock.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

On September 6, 2005, PepsiCo and the Company entered into a Second Amended and Restated Shareholder Agreement (the Amended Shareholder Agreement), which amends and restates in its entirety that Amended and Restated Shareholder Agreement dated as of November 30, 2000 (the Prior Agreement) between PepsiCo and the Company. The material terms of the Prior Agreement were previously summarized under the heading Amended and Restated PepsiCo Shareholder Agreement under Item 6 of the Original 13D. The Amended Shareholder Agreement provides that PepsiCo and its affiliates may not own more than 49% of the outstanding Common Stock. Under the Prior Agreement, PepsiCo's and its affiliates' ownership of Common Stock was similarly limited to a maximum ownership percentage of 49% of the outstanding Common Stock, but the combined ownership of PepsiCo and its affiliates, together with Robert C. Pohlman, his affiliates and his family, was also limited to a maximum ownership percentage of 49.9% of the outstanding Common Stock. The primary purpose of the Amended Shareholder Agreement was to decouple the ownership limitations that previously applied to the aggregate ownership of PepsiCo and Mr. Pohlman, his affiliates and his family.

Any acquisitions by PepsiCo that would cause the maximum ownership percentage to be exceeded continue to require the consent of either (1) a majority of the Company's directors not affiliated with PepsiCo or (2) the Company's shareholders not affiliated with PepsiCo, or must be made pursuant to an offer for all outstanding shares of Common Stock at a price meeting specific minimum-price criteria. The Amended Shareholder Agreement continues to specify that, during its term, none of PepsiCo or its affiliates may enter into any agreement or commitment with Mr. Pohlman, his affiliates or his family with respect to the holding, voting, acquisition or disposition of our common stock. The Amended Shareholder Agreement also continues to restrict certain transfers by PepsiCo and its affiliates that would result in a third party unaffiliated with PepsiCo owning greater than 20% of the outstanding shares of Common Stock.

The foregoing description of the Amended Shareholder Agreement does not purport to be complete and is qualified in its entirety by reference to the Amended Shareholder Agreement which is filed as Exhibit 2 hereto, and is incorporated into this report by reference.

Item 7. Material to be Filed as Exhibits.

Exhibit 1: Joint Filing Agreement among the Reporting Persons.

Exhibit 2: Second Amended and Restated Shareholder Agreement dated as of September 6, 2005 among PepsiAmericas, Inc. and PepsiCo, Inc.

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SIGNATURE

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: August 23, 2007

PEPSICO, INC.

By: /s/ Thomas H. Tamoney, Jr.
Name: Thomas H. Tamoney, Jr.
Title: Vice President, Deputy General
Counsel and Assistant Secretary

**PEPSI-COLA METROPOLITAN BOTTLING
COMPANY, INC.**

By: /s/ Thomas H. Tamoney, Jr.
Name: Thomas H. Tamoney, Jr.
Title: Vice President and Assistant
Secretary

**PEPSI-COLA OPERATING COMPANY OF
CHESAPEAKE AND INDIANAPOLIS**

By: /s/ Thomas H. Tamoney, Jr.
Name: Thomas Tamoney, Jr.
Title: Vice President and Assistant
Secretary

**PEPSI-COLA BOTTLING COMPANY OF
ST. LOUIS, INC.**

By: /s/ Thomas H. Tamoney, Jr.
Name: Thomas H. Tamoney, Jr.
Title: Vice President and Assistant
Secretary

EXHIBIT INDEX

Exhibit Number	Exhibit Name
1.	Joint Filing Agreement among the Reporting Persons.
2.	Second Amended and Restated Shareholder Agreement dated as of September 6, 2005 among PepsiAmericas, Inc. and PepsiCo, Inc.

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SCHEDULE A

**EXECUTIVE OFFICERS AND DIRECTORS
OF
PEPSICO, INC.**

The following is a list of the directors and executive officers of PepsiCo, Inc. (PepsiCo), setting forth the business address and present principal occupation or employment for each such person. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to PepsiCo and each individual is a United States citizen.

Name	Business Address	Present Principal Occupation
Peter A. Bridgman	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Senior Vice President and Controller
Albert P. Carey	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	CEO and President, Frito-Lay North America
John C. Compton	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	CEO, PepsiCo North America
Dina Dublon*	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Former Executive Vice President and Chief Financial Officer of JPMorgan Chase
Victor J. Dzau*	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Chancellor for Health Affairs at Duke University and President and CEO of the Duke University Health System
Richard Goodman	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Chief Financial Officer
Dawn Hudson	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	CEO and President, Pepsi-Cola North America
Ray L. Hunt*	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Chief Executive Officer of Hunt Oil Company and Chairman, Chief Executive Officer and President, Hunt Consolidated, Inc.

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Alberto Ibargüen*	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	President and Chief Executive Officer of the John S. and James L. Knight Foundation
Hugh F. Johnston	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Executive Vice President, PepsiCo Operations
Charles Maniscalco	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	CEO, Quaker-Tropicana-Gatorade North America

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Name	Business Address	Present Principal Occupation
Arthur C. Martinez*	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Former Chairman of the Board, President and Chief Executive Officer of Sears, Roebuck and Co.
Matthew M. McKenna	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Senior Vice President, Finance
Indra K. Nooyi*	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Chairman and CEO
Lionel L. Nowell III	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Senior Vice President and Treasurer
Sharon Percy Rockefeller*	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	President and Chief Executive Officer WETA Public Stations
James J. Schiro*	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Chief Executive Officer of Zurich Financial Services
Larry D. Thompson	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Senior Vice President Government Affairs, General Counsel and Secretary
Cynthia M. Trudell	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Senior Vice President and Chief Personnel Officer
Daniel Vasella*	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Chairman of the Board and Chief Executive Officer of Novartis AG
Michael D. White*	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Vice-Chairman of PepsiCo and CEO, PepsiCo International

* Director

Daniel Vasella
is a Swiss
citizen.

SCHEDULE B

**EXECUTIVE OFFICERS AND DIRECTORS
OF**

PEPSI-COLA METROPOLITAN BOTTLING COMPANY, INC.

The following is a list of the directors and executive officers of Pepsi-Cola Metropolitan Bottling Company, Inc., setting forth the business address and present principal occupation or employment for each such person. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to PepsiCo, Inc. and each individual is a United States citizen.

Name	Business Address	Present Principal Occupation
Kathryn L. Carson	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Vice President and Associate General Counsel
Christine Griff*	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Director, Tax Planning
Thomas H. Tamoney, Jr.*	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Vice President, Deputy General Counsel and Assistant Secretary
J. Darrell Thomas*	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Vice President and Assistant Treasurer

* Director

SCHEDULE C**EXECUTIVE OFFICERS AND DIRECTORS
OF****PEPSI-COLA OPERATING COMPANY OF CHESAPEAKE AND INDIANAPOLIS**

The following is a list of the directors and executive officers of Pepsi-Cola Operating Company of Chesapeake and Indianapolis, setting forth the business address and present principal occupation or employment for each such person. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to PepsiCo, Inc. and each individual is a United States citizen.

Name	Business Address	Present Principal Occupation
Kathryn L. Carson*	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Vice President and Associate General Counsel
Christine Griff*	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Director, Tax Planning
Thomas H. Tamoney, Jr.*	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Vice President, Deputy General Counsel and Assistant Secretary
J. Darrell Thomas*	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Vice President and Assistant Treasurer

* Director

SCHEDULE D

**EXECUTIVE OFFICERS AND DIRECTORS
OF**

PEPSI-COLA BOTTLING COMPANY OF ST. LOUIS, INC.

The following is a list of the directors and executive officers of Pepsi-Cola Bottling Company of St. Louis, Inc., setting forth the business address and present principal occupation or employment for each such person. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to PepsiCo, Inc. and each individual is a United States citizen.

Name	Business Address	Present Principal Occupation
Kathryn L. Carson*	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Vice President and Associate General Counsel
Christine Griff*	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Director, Tax Planning
Thomas H. Tamoney, Jr.*	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Vice President, Deputy General Counsel and Assistant Secretary
J. Darrell Thomas*	PepsiCo, Inc. 700 Anderson Hill Road Purchase, NY 10577	Vice President and Assistant Treasurer

* Director