

**UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION**

In the Matter of)	
)	
PepsiCo, Inc.,)	
a corporation.)	File No. 091 0133
)	
)	
)	

AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by Proposed Respondent PepsiCo, Inc. (“PepsiCo”) of carbonated soft drink bottlers Pepsi Bottling Group, Inc., (“PBG”) and PepsiAmericas, Inc., (“PAS”), and the subsequent proposed acquisition and associated agreements for PepsiCo to acquire rights to produce, distribute, market, and sell some of the carbonated soft drink brands of Dr Pepper Snapple Group, Inc., (“DPSG”) that had been distributed by PBG and PAS, and it now appearing that Proposed Respondent is willing to enter into this Agreement Containing Consent Order spondent PepsiCo is a corporatio

which the Proposed Respondent has to date complied or has prepared to comply, is complying, and will comply with the Decision and Order. Such report will not become part of the public record unless and until the Consent Agreement and Decision and Order are accepted by the Commission for public comment.

4. In the above-described report, Proposed Respondent shall provide sufficient information and documentation to enable the Commission to determine independently whether Proposed Respondent is in compliance with this Consent Agreement and the Decision and Order. The report shall be verified by a notarized signature or sworn statement of the Chief Executive Officer or other officer or director of Proposed Respondent specifically authorized to perform this function, or self verified in the manner set forth in 28 U.S.C. ' 1746. Section 2.41(a) of the Commission's Rules of Practice requires that an original and two copies of all compliance reports be filed with the Commission. Proposed Respondent shall file the original report and one copy with the Secretary of the Commission, and shall send at least one copy directly to the Bureau of Competition's Compliance Division.
5. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission, it, together with the draft complaint, will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify Proposed Respondent, in which event it will take such action as it may consider appropriate, or issue and serve Complaint and the Decision and Order, in disposition of the proceeding.
6. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondent that the law has been violated as alleged in the draft of Complaint here attached, or that the facts as alleged in the draft of Complaint, other than jurisdictional facts, are true.
7. Proposed Respondent acknowledges that neither the issuance of the Decision and Order and the Complaint nor anything contained in the Decision and Order or the draft of Complaint, shall preclude the Commission from monitoring the proposed acquisitions and associated agreements and taking such further action as the public interest warrants.
8. This Consent Agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to the Proposed Respondent: (1) issue and serve its Complaint corresponding in form and substance with the draft of Complaint here attached and its Decision and Order, and (2) make information public with respect thereto.
9. When final, the Decision and Order shall have the same force and effect and may be altered, modified, or set aside in the same manner and within the same time provided by statute for other orders. The Decision and Order shall become final upon service. Delivery of the Complaint and the Decision and Order to Proposed Respondent by any means provided in

Commission Rule 4.4(a), 16 C.F.R.

PEPSICO, INC.

FEDERAL TRADE COMMISSION

Larry D. Thompson
Senior Vice President, Government Affairs,
General Counsel and Secretary

Joseph S. Brownman
Warren Stephen Sockwell, Jr.
Attorneys
Bureau of Competition

Dated: _____

Approved:

Michael N. Sohn
