

BRIGGS AND MORGAN

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August 12, 2002

RECEIVED
OFFICE OF THE SECRETARY

AUG 13 2002

VIA FEDERAL EXPRESS

Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

Re: PepsiAmericas, Inc.

Dear Mr. Katz:

Pursuant to the Order of the Securities and Exchange Commission requiring the filing of sworn statements pursuant to Section 21(a) of the Securities Exchange Act of 1934 (File No. 4-460), enclosed please find the sworn statements of the Chief Executive Officer and Chief Financial Officer of PepsiAmericas, Inc.

Please acknowledge receipt of this letter and the sworn statements on the enclosed extra copy and return it in the self-addressed, stamped envelope supplied herewith.

If you have any questions or comments with regard to this matter, please call me at (612) 334-8573.

Very truly yours,



Brian D. Wenger

Enclosures

Statement Under Oath of Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings

I, G. Michael Durkin, Chief Financial Officer, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports (as defined below) of PepsiAmericas, Inc., and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with PepsiAmericas' Audit Committee.

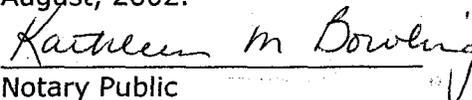
(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Annual Report on Form 10-K of PepsiAmericas, Inc., for the fiscal year ended December 29, 2001;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of PepsiAmericas, Inc., filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.



Name: G. Michael Durkin
Title: Senior Vice President and
Chief Financial Officer
Date: August 12, 2002

Subscribed and sworn to
before me this 12th day of
August, 2002.


Notary Public

My Commission Expires: Jan 31, 2005

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