

March 17, 2011

Ms. Mauri L. Osheroff, Associate Director, Regulatory Policy
Ms. Christina Chalk, Senior Special Counsel, Office of Mergers and Acquisitions
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-3628

Re: Proposed Dual Tender Offers by Pepsi-Cola (Bermuda) Limited for Ordinary Shares and
American Depositary Shares of Wimm-Bill-Dann Foods OJSC

Ladies and Gentlemen:

Reference is made to the no-action and exemptive relief letter (the "**Letter**") that was submitted to the U.S. Securities and Exchange Commission today on behalf of our client, PepsiCo, Inc. ("**PepsiCo**") and its wholly owned subsidiary, Pepsi-Cola (Bermuda) Limited ("**PCBL**").

We act as Russian counsel for PCBL. Solely in this capacity, we have reviewed the Letter and confirm that, in our view, the statements of Russian law and tender offer practice in the Letter are accurate and, for the purpose of the Letter, complete.

Please note that these statements of Russian law and tender offer practice consist of brief summaries of relevant matters of Russian law and tender offer practice and should not be construed as a comprehensive description.

The foregoing confirmation:

(1) is rendered solely in connection with the request for no-action and exemptive relief set forth in the Letter;

(2) may not be relied on for any other purpose; and

(3) may not be reproduced, referred to or quoted in any offering documents, disclosure or similar written materials, except that we consent to this confirmation being attached to the Letter.

If you require any further information or have any questions, please contact John Goodwin at +7-495-797-9710 or Denis Uvarov at +7-495-797-9728.

Very truly yours,

A handwritten signature in blue ink that reads "Linklaters CIS". The signature is written in a cursive, flowing style.

Linklaters CIS