



PEPSICO

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DAVID R. ANDREWS
SENIOR VICE PRESIDENT, GOVERNMENT AFFAIRS
GENERAL COUNSEL AND SECRETARY

July 24, 2002

VIA FEDERAL EXPRESS

Mr. Jonathan Katz, Esq.
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

RECEIVED
OFFICE OF THE SECRETARY
2002 JUL 25 PM 3:01

Re: PepsiCo, Inc. (File No. 1-1183)

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 PepsiCo, Inc.

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

If you have any questions or comments with regard to this matter, please call me at (914) 253-2120.

Very truly yours,

David R. Andrews

Enclosures

**Statement Under Oath of Principal Financial Officer of PepsiCo, Inc.
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, Indra K. Nooyi, state and attest that:

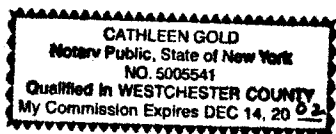
- (1) To the best of my knowledge, based upon a review of the covered reports (as defined below) of PepsiCo, Inc., and, except as corrected or supplemented in a subsequent covered report:
 - No covered report contained an untrue statement of a material fact as of the end of the period covered by such 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 PepsiCo's 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 for the fiscal year ended December 29, 2001 of PepsiCo, Inc.
 - All reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of PepsiCo, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - Any amendments to the foregoing.

Dated: July 24, 2002

Name: Indra K. Nooyi
Title: President and Chief Financial Officer

Subscribed and sworn to before me
this 24th day of July, 2002.

Notary Public



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