

Km. 29 National Road, Tunasan, Muntinlupa City 1773 Philippines Tel. No.: (632) 850-7901 Fax No.: (632) 850-7928 Website: www.pepsiphilippines.com

19 February 2009

THE PHILIPPINE STOCK EXCHANGE, INC.

Philippine Stock Exchange Centre Exchange Road, Ortigas Center Pasig City

Attention:

Atty. Pete M. Malabanan

Head, Disclosure Department

Re:

Amended Certificate of Compliance with the Manual on Corporate

Governance for the Year 2008

Gentlemen:

We transmit the Amended Certificate of Compliance with the Manual on Corporate Governance for the year 2008 of Pepsi-Cola Products Philippines, Inc. (PCPPI) using the prescribed form (SEC Form MCG- 2002) duly filed with the Securities and Exchange Commission.

Very truly yours,

MA. ROSARIO C. Z. NAVA

Compliance Officer

Encls: a/s























COPY FOR CLIENT

COVER SHEET

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PEPSI-COLA PRODUCTS PHILIPPINES, INC.

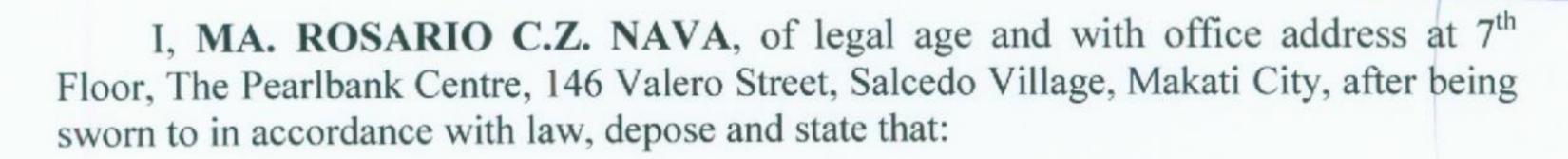
(Company's Full Name)

	(Business Address: No. Street City/Town/Province	nlupa City
	(Business Address: No. Street City/Town/Province	=)
Ma 1	Rosario C.Z. Nava	750 0697
		750-9687 Company Telephone Number
		company receptione realities
	Amended Certification on	
0 6 3 0	Compliance with Manual on	Any day in
	Corporate Governance for 2008	October
	(SEC Form MCG-2002)	
Month Day Fiscal Year	FORM TYPE	Month Date
riscal Teal		Annual Meeting
	Secondary License Type, If Applicable	
Dept. Requiring this Do	oc.	Amended Article
Number/Section		
	Total A	mount of Borrowings
	Total A	mount of Borrowings
Total No. of Stockholde		Foreign
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Total No. of Stockholde		Foreign
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Remarks = pls. Use black ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION SEC Form MCG -2002





- I am the incumbent Compliance Officer of PEPSI-COLA PRODUCTS
 PHILIPPINES, INC. (the "Company"), a corporation duly organized and existing
 in accordance with the laws of the Republic of the Philippines, with office address
 at Km. 29 National Road, Tunasan, Muntinlupa City.
- In 2008, the Company substantially adopted all the provisions of the Manual on Corporate Governance (Model Corporation), as prescribed by SEC Memorandum Circular No. 2, Series of 2002.
- 3. I am issuing this Certificate in compliance with the requirement of the Securities and Exchange Commission on the annual reporting on the Company's compliance with the Manual on Corporate Governance.

IN WITNESS WHEREOF, I have signed this certificate this 16th day of February 2009 in Makati City, Philippines.

MA. ROSARIO C.Z. NAVA
Compliance Officer

Countersigned by:

MICKY M.S. YONG

President

SUBSCRIBED AND SWORN TO before me this Land To day of in MAKATI CITY, affiant exhibiting to me her Community Tax Certificate No. 12365728 issued on 16 January 2009 in Makati City and her Passport No. XX1856523 issued on 22 August 2008 in Department of Foreign Affairs, manila and expiring on 22 August 2013.

WITNESS my hand and notarial scal on the date and place above written.

Doc. No. 284;

Page No. Sk Book No. 1

Series of 2009.

ROLL NO. 56017

MA. GUILLERMINA G. TOTAÑES

Appointment No. M-14
Notary Public - City of Makati

Until 31 December 2010

Castillo Laman Tan Pantaleon & San Jose Law Firm

The Valero Tower, 122 Valero Street
Salcedo Village, Makati City
PTR No. 1566046-01-05-00-Meleri Ci

PTR No. 1566046;01-05-09; Makati City IBP No. 767143;01-05-09; Makati City Chapter

Roll No. 56027