COVER SHEET

					1	6	0	9	6	8

S.E.C. Identification No.

PEPSI-COLA PRODUCTS PHILIPPINES, INC.

(Company's Full Name)

Km. 29 National Road, Tunasan, Muntinlupa City

(Business Address: No. Street City/Town/Province)

Honeylin C. Castolo

Contact Person

(632) 8656-365

Company Telephone Number

0	9		3	0	SEC Form 17-Q	Any day in October
Month			Day		FORM TYPE	Month / Date

Fiscal Year

Annual Meeting

Secondary License Type, If Applicable

C	F	D

Dept. Requiring this Doc.

Amended Article Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

Remarks = pls. Use black ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended **September 30, 2008**

2. Commission identification number **0000160968** 3. BIR Tax Identification No **000-168-541**

4. Exact name of issuer as specified in its charter: **PEPSI-COLA PRODUCTS PHILIPPINES, INC.**

5. Province, country or other jurisdiction of incorporation or organization: **Philippines**

6. Industry Classification Code: Use Only)

7. Address of issuer's principal office and Postal Code:
Km. 29 National Road, Tunasan, Muntinlupa City 1773

8. Issuer's telephone number, including area code: **(632) 8656-365**

9. Former name, former address and former fiscal year, if changed since last report: **not applicable**

10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding as of September 30, 2008
Common Shares of Stock	**3,693,772,279**

11. Are any or all of the securities listed on a Stock Exchange?

Yes [X] No [ ]

Stock Exchange: **Philippine Stock Exchange**
Securities Listed: **Common Shares of Stock**

12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)

Yes [X] No [ ]

(b) has been subject to such filing requirements for the past ninety (90) days.

Yes [X] No [ ]

`Part 1 – Financial Information

Item 1. Financial Statements.

PEPSI-COLA PRODUCTS PHILIPPINES, INC.
CONDENSED INTERIM BALANCE SHEETS
(Amounts in Thousands)

	Note	**September 30 2008 (Unaudited)**	June 30 2008 (Audited)
ASSETS			
Current Assets			
Cash and cash equivalents	*9*	**P609,714**	P590,326
Receivables - net	*7, 9*	**934,811**	918,952
Inventories		**688,911**	678,933
Due from related parties	*7*	**253,542**	245,673
Prepaid expenses and other current assets	*9*	**98,972**	113,252
Total Current Assets		**2,585,950**	2,547,136
Noncurrent Assets			
Investments in associates		**526,348**	525,502
Bottles and cases - net		**2,141,431**	1,972,654
Property, plant and equipment - net	*6*	**3,047,664**	2,861,459
Other assets - net		**165,358**	138,039
Total Noncurrent Assets		**5,880,801**	5,497,654
		P8,466,751	P8,044,790
LIABILITIES AND EQUITY			
Current Liabilities			
Notes payable	*9*	**P300,000**	P147,100
Accounts payable and accrued expenses	*9*	**2,236,962**	2,079,994
Dividends payable	*9*	**334,737**	-
Due to a related party	*7, 9*	**59,039**	62,021
Total Current Liabilities		**2,930,738**	2,289,115
Noncurrent Liabilities			
Accrued retirement cost - net of current portion		**186,577**	186,577
Deferred tax liabilities - net		**314,467**	289,712
Total Noncurrent Liabilities		**501,044**	476,289
Total Liabilities		**3,431,782**	2,765,404

Forward

	Note	**September 30 2008 (Unaudited)**	June 30 2008 (Audited)
Equity			
Capital stock		**P554,066**	P554,066
Additional paid-in capital		**1,197,369**	1,197,369
Effect of dilution of ownership		**(1,018)**	(1,018)
Retained earnings		**3,284,552**	3,528,969
Total Equity		**5,034,969**	5,279,386
		P8,466,751	P8,044,790

See Notes to the Condensed Interim Financial Statements.

PEPSI-COLA PRODUCTS PHILIPPINES, INC.

CONDENSED INTERIM STATEMENTS OF INCOME

(Amounts in Thousands, Except Earnings Per Share)

		For The Three Months Ended September 30	
		2008	2007
	Note	**(Unaudited)**	(Audited)
NET SALES		**P3,333,903**	P3,198,850
COST OF GOODS SOLD	*7*	**2,375,332**	2,193,884
GROSS PROFIT		**958,571**	1,004,966
OPERATING EXPENSES	*7*	**803,193**	814,378
INCOME FROM OPERATIONS		**155,378**	190,588
NET FINANCE AND OTHER INCOME	*7*	**11,831**	4,557
INCOME BEFORE INCOME TAX		**167,209**	195,145
INCOME TAX EXPENSE		**42,421**	48,645
NET INCOME		**P124,788**	P146,500
Basic Earnings Per Share	*5*	**P0.03**	P0.04

See Notes to the Condensed Interim Financial Statements.

PEPSI-COLA PRODUCTS PHILIPPINES, INC.

CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY

(Unaudited)

(Amounts in Thousands)

	For The Three Months Ended September 30	
	2008	2007
	(Unaudited)	(Audited)
CAPITAL STOCK		
Common stock - P0.15 par value per share		
Authorized - 5,000,000,000		
Issued and outstanding 3,693,772,279 in 2008		
and 3,312,989,386 in 2007	**P554,066**	P496,948
ADDITIONAL PAID-IN CAPITAL	**1,197,369**	59,473
EFFECT OF DILUTION OF OWNERSHIP	**(1,018)**	(1,018)
RETAINED EARNINGS		
Balance at beginning of period	**3,528,969**	2,768,272
Net income for the period	**124,788**	146,500
Dividends declared	**(369,205)**	-
Balance at end of period	**3,284,552**	2,914,772
	P5,034,969	P3,470,175

See Notes to the Condensed Interim Financial Statements.

PEPSI-COLA PRODUCTS PHILIPPINES, INC.

CONDENSED INTERIM STATEMENTS OF CASH FLOWS

(Unaudited)

(Amounts in Thousands)

		For The three Months Ended September 30	
		2008	2007
	Note	**(Unaudited)**	(Audited)
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax		**P167,209**	P195,145
Adjustments for:			
Depreciation and amortization	6	**269,785**	221,362
Allowance for probable losses in values of bottles and cases, machinery and equipment, idle assets, impairment losses, inventory obsolescence and others - net		**24,647**	25,370
Interest expense		**3,505**	6,147
Interest income		**(7,957)**	(3,656)
Gain on sale of property and equipment		**(6,560)**	(596)
Share in net earnings of associates		**(846)**	(932)
Operating income before working capital changes		**449,783**	442,840
Changes in operating assets and liabilities:			
Decrease (increase) in:			
Receivables		**(27,708)**	40,972
Inventories		**(15,416)**	(74,133)
Due from related parties - net	7	**(10,851)**	(2,873)
Prepaid expenses and other current assets		**14,280**	(2,441)
Increase (decrease) in accounts payable and accrued expenses		**104,077**	(119,670)
Cash generated from operations		**514,165**	284,695
Interest received		**7,405**	3,922
Interest paid		**(2,748)**	(14,077)
Income taxes paid		**-**	(417)
Net cash provided by operating activities		**518,822**	274,123
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from disposals of property and equipment		**9,466**	908
Net additions to:			
Bottles and cases		**(283,941)**	(91,279)
Property, plant and equipment	6	**(350,540)**	(336,374)
Increase in other assets		**(27,319)**	(35,218)
Net cash used in investing activities		**(652,334)**	(461,963)

Forward

	For The Three Months Ended September 30		
	Note	**2008**	2007
CASH FLOWS FROM FINANCING ACTIVITIES			
Net proceeds from (repayments of):			
Notes payable		**P152,900**	P380,000
Long-term debt		**-**	(179,166)
Cash dividends paid		**-**	(400,000)
Net cash provided by (used in) financing activities		**152,900**	(199,166)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		**19,388**	(387,006)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD		**590,326**	632,272
CASH AND CASH EQUIVALENTS AT END OF PERIOD		**P609,714**	P245,266

See Notes to the Condensed Interim Financial Statements.

PEPSI-COLA PRODUCTS PHILIPPINES, INC.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

(Amounts in Thousands, Except Number of Shares and Par Value per Share and When Otherwise Stated)

1. Reporting Entity

Pepsi-Cola Products Philippines, Inc. (the Company) was registered with the Philippine Securities and Exchange Commission (SEC) on March 8, 1989 primarily to engage in manufacturing, sales and distribution of carbonated soft-drinks (CSD) and non-carbonated beverages (NCB) to retail, wholesale, restaurants and bar trades. The Company's registered office and principal place of business is at Km. 29, National Road, Tunasan, Muntinlupa City.

The Company's associate (formerly a wholly-owned subsidiary), Nadeco Realty Corporation (NRC), was incorporated under Philippines laws primarily to engage in the real estate business. On February 1, 2007, a change in NRC's capital structure decreased the Company's ownership interest to 40%.

The condensed interim financial statements of the Company as of and for the three months ended September 30, 2008 were approved and authorized for issue by the Company's Audit Committee on November 14, 2008.

2. Basis of Preparation

Statement of Compliance

These condensed interim financial statements have been prepared in accordance with Philippine Accounting Standard (PAS) 34, *Interim Financial Reporting*. These condensed interim financial statements do not include all of the information required for a complete set financial statements, and should be read in conjunction with the annual financial statements of the Company as of and for the year ended June 30, 2008 and the audited interim financial statements of the Company as of and for the three months ended September 30, 2007.

Use of Judgments and Estimates

The preparation of the condensed interim financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts reported in the condensed interim financial statements. Actual results may differ from these estimates.

The significant judgments and estimates made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the annual financial statements as of and for the year ended June 30, 2008.

During the three months ended September 30, 2008, management reassessed its estimates in respect of the following:

Estimating Allowance for Impairment Losses on Receivables

As of September 30, 2008 and June 30, 2008, allowance for impairment losses on receivables amounted to P116 million and P102 million, respectively.

Estimating Net Realizable Value of Inventories
As of September 30, 2008 and June 30, 2008, the amounts to reduce inventories to net realizable values amounted to P17 million and P9 million, respectively.

3. Significant Accounting Policies

The significant accounting policies adopted in the preparation of the condensed interim financial statements are consistent with those followed in the preparation of the annual financial statements as of and for the year ended June 30, 2008.

The following are the new and revised standards which are not yet effective and have not been applied in preparing these condensed interim financial statements:

- PFRS 8, *Operating Segments*. This will be effective for financial years beginning on or after January 1, 2009 and will replace PAS 14, *Segment Reporting*. This PFRS adopts a management approach in reporting segment information. The information reported would be that which management uses internally for evaluating the performance of operating segments and allocating resources to those segments. It is required for adoption only by entities whose debt or equity instruments are publicly traded, or are in the process of filing with the SEC for the purposes of issuing any class of instruments in a public market. The Company will assess the impact of this standard to its current manner of reporting segment information when it adopts the standard on July 1, 2009.

- Revised PAS 1, *Presentation of Financial Statements*. The revised standard will be effective for financial years beginning on or after January 1, 2009. The revised standard introduces "total comprehensive income" (i.e., changes in equity during a period, other than those changes resulting from transactions with owners in their capacity as owners), which is presented either in: (a) one statement (i.e., a statement of comprehensive income); or (b) two statements (i.e., an income statement and a statement beginning with profit or loss and displaying components of other comprehensive income). Certain requirements are also required by revised PAS 1 that are not required by the original standard. The requirements of revised PAS 1 will be included in the Company's financial statements upon its adoption in 2009.

4. Seasonality of Operations

The Company's sales is subject to seasonality. Sales are generally higher in the hot, dry months from March through June and lower during the wetter monsoon months of July through October. While these factors lead to a natural seasonality on the Company's sales, unseasonable weather could also significantly affect sales and profitability compared to previous comparable periods. Higher sales are likewise experienced around the Christmas/New Year holiday period in late December through early January. Consequently, the Company's operating results may fluctuate. In addition, the seasonality of the Company's results may be affected by unforeseen circumstances, such as production interruptions. Due to these fluctuations, comparisons of sales and operating results between periods within a single year, or between different periods in different financial years, are not necessarily meaningful and should not be relied on as indicators of the Company's performance.

5. Basic Earnings Per Share (EPS)

Basic EPS is computed as follows:

	For The Three Months Ended September 30	
	2008	2007
	(Unaudited)	(Audited)
Net income (a)	**P124,788**	P146,500
Number of shares outstanding (b)	**3,693,772,279**	3,312,989,386
Basic EPS (a/b)	**P0.03**	P0.04

As of September 30, 2008 and 2007, the Company has no dilutive debt or equity instruments.

6. Property, Plant and Equipment

The movements in this account are as follows:

	Machinery and Other Equipment	Buildings and Leasehold Improvements	Construction in Progress	Furniture and Fixtures	Total
Measurement basis	*Cost*	*Cost*	*Cost*	*Cost*	
Gross carrying amount:					
June 30, 2008 / July 1, 2008 (Audited)	P6,290,757	P658,272	P212,236	P26,608	P7,187,873
Additions	104,365	5,960	239,860	355	350,540
Disposals/write-offs	(20,490)	(8,440)	(7,971)	-	(36.901)
Transfers	204,039	24,258	(229,609)	1,312	-
September 30, 2008 (Unaudited)	**6,578,671**	**680,050**	**214,516**	**28,275**	**7,501,512**
Accumulated depreciation, amortization and impairment losses:					
June 30, 2008 / July 1, 2008 (Audited)	3,893,794	411,598	-	21,022	4,326,414
Depreciation and amortization	146,942	14,257	-	230	161,429
Disposals/write-offs	(22,190)	(11,805)	-	-	(33,995)
September 30, 2008 (Unaudited)	**4,018,546**	**414,050**	**-**	**21,252**	**4,453,848**
Carrying amount:					
June 30, 2008 (Audited)	P2,396,963	P246,674	P212,236	P5,586	P2,861,459
September 30, 2008 (Unaudited)	**P2,560,126**	**P266,000**	**P214,516**	**P7,023**	**P3,047,664**

No impairment loss was recognized for the Company's property, plant and equipment for the three months ended September 30, 2008 and 2007.

7. Related Party Transactions

The Company has significant related party transactions which are summarized as follows:

a. The Company has Exclusive Bottling Agreements with PepsiCo, Inc. ("PepsiCo"), which has 29.49% beneficial interest in the Company, up to year 2017 and Pepsi Lipton International Limited ("Pepsi Lipton"), a joint venture of PepsiCo, up to year 2012. Under the agreements, we are authorized to bottle, sell and distribute PepsiCo and Lipton beverage products in the Philippines. In addition, PepsiCo and Pepsi Lipton shall supply us with the main raw materials (concentrates) in the production of these beverage products and share in the funding of certain marketing programs. The agreements may be renewed by mutual agreement between the parties. Under the agreements, PepsiCo and Pepsi Lipton have the right to terminate our contracts under certain conditions, including failure to comply with terms and conditions of the appointment subject to written notice and rectification period, change of ownership control of the Company, change of ownership control of an entity which controls the Company, discontinuance of bottling beverages for 30 consecutive days, occurrence of certain events leading to the Company's insolvency or bankruptcy, change in management and control of the business, among other things. Total net purchases from PepsiCo amounted to P486 million and P482 million for the three months ended September 30, 2008 and 2007, respectively. Total purchases from Pepsi Lipton amounted to P51 million and P45 million for the three months ended September 30, 2008 and 2007, respectively.

The Company has a cooperative advertising and marketing program with PepsiCo and Pepsi Lipton that sets forth the agreed advertising and marketing activities and participation arrangement during the years covered by the bottling agreements. In certain instances, the Company pays for the said expenses and claim reimbursement from PepsiCo. As of September 30, 2008 and June 30, 2008, reimbursable marketing charges from PepsiCo amounted to P104.3 million and P98.8 million, respectively.

b. On April 11, 2007, the Company has entered into a Performance Agreement with PepsiCo, Orion Brands International ("Orion Brands"), Guoco Assets (Philippines), Inc. and Hong Way Holdings, Inc. to meet certain marketing and investment levels from 2007 to 2017, as required by the Exclusive Bottling Agreements with PepsiCo. The Performance Agreement requires us to: (1) spend a specified percentage with a minimum amount for the beverage products; (2) make certain investments based on a minimum percentage of our sales to expand the our manufacturing capacity; (3) invest in a minimum number of coolers per year to support distribution expansion; and (4) expand our distribution capabilities in terms of the number of active routes, the number of new routes and the number of trucks used for distribution support.

c. Certain real estate properties of NRC were mortgaged to secure our outstanding long-term debt and a portion of its notes payable.

d. The Company leases certain parcels of land where some of its bottling plants are located from NRC. Lease expenses recognized amounted to P2.6 million and P1.8 million for the three months ended September 30, 2008 and 2007, respectively.

e. Working capital advances. The Company's advances to NRC amounting to P38 million bear interest at a fixed rate of 10% per annum.

In the regular course of business, transactions with related parties consisted primarily of the following:

The outstanding receivables and payables from related parties are as follows:

Related Parties	Relationship	September 30, 2008 (Unaudited)	June 30, 2008 (Audited)
Due from related parties:			
NRC	Associate	**P147,283**	P145,523
PepsiCo	Stockholder	**104,304**	98,775
Nadeco Holdings Corporation	Associate	**1,955**	1,375
		P253,542	P245,673
PepsiCo (included under "Receivables" account)	Stockholder	**P45,443**	P36,877
Due to a related party - NRC	Associate	**P59,039**	P62,021

8. Segment Information

As discussed in Note 1, the Company is engaged in the manufacture, sales and distribution of CSD and NCB. Since its start of commercial operations in 1989, the Company's main products are CSD which include brands like Pepsi-Cola, 7Up, Mountain Dew and Mirinda.

The Company began its distribution of NCB products to its consumers following the installation of NCB production lines in the Muntinlupa Plant in December 2004. The NCB brand category includes Gatorade, Tropicana/Twister, Lipton and the recently introduced Sting energy drink and Propel fitness water.

Accordingly, the Company operates in two (2) reportable business segments, which include the CSD and NCB categories, and only one (1) reportable geographical segment which is the Philippines. Thus, a secondary geographic reporting format is not applicable.

Analysis of financial information by business segment is as follows:

	For the Three Months Ended September 30					
	Carbonated Soft Drinks		Noncarbonated Beverages		Combined	
(In 000,000's)	2008	2007	2008	2007	2008	2007
Net Sales						
External sales	**P3,053**	P3,079	**P889**	P689	**P3,942**	P3,768
Sales discounts and returns	**(518)**	(505)	**(90)**	(64)	**(608)**	(569)
Net sales	**2,535**	P2,574	**799**	P625	**3,334**	P3,199
Result						
Segment result*	**P729**	P798	**P230**	P207	**P959**	P1,005
Unallocated expenses					**(803)**	(814)
Interest and financing expenses					**(3)**	(6)
Interest income					**8**	4
Foreign exchange loss - net					**-**	4
Equity in net earnings of associates					**1**	1

Forward

	For the Three Months Ended September 30					
	Carbonated Soft Drinks		Noncarbonated Beverages		Combined	
(In 000,000's)	**2008**	2007	**2008**	2007	**2008**	2007
Other income (expenses) - net					**5**	1
Provision for income tax					**(42)**	(49)
Net income					**P125**	P146
Other Information						
Segment assets					**P7,776**	P5,788
Investments in and advances to associates					**526**	641
Other assets					**165**	182
Deferred tax assets					**-**	-
Combined total assets					**P8,467**	P6,611
Segment liabilities					**P2,483**	P2,328
Notes payable					**300**	429
Long-term debt					**-**	104
Income and other taxes payable					**-**	204
Dividends payable and others					**335**	-
Deferred tax liabilities					**314**	75
Combined total liabilities					**P3,432**	P3,140
Capital expenditures					**P634**	P428
Depreciation and amortization and impairment of property, plant and equipment					**270**	221
Non-cash items other than depreciation and amortization					**25**	26

* Segment expenses were allocated through the percentage of each reportable segment's net sales over the total net sales.

9. Financial Instruments and Financial Risk Management

The Company's financial instruments are measured as described below:

Cash and cash equivalents. Cash includes cash on hand and in banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less from dates of acquisition and that are subject to an insignificant risk of change in value.

Financial Assets at fair value through profit and loss (FVPL). Financial assets at FVPL include financial assets held for trading and financial assets designated upon initial recognition as at FVPL. Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. Gains or losses on investments held for trading are recognized in the statements of income. Derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

The Company has no investments classified as financial assets at FVPL.

Loans and Receivables. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are not entered into with the intention of immediate or short-term resale and are not designated as AFS or financial asset at FVPL. Loans and receivables are carried at cost or amortized cost, less impairment in value. Amortization is determined using the effective interest method. Gains and losses are recognized in income when the loans and receivables are derecognized or impaired, as well as through amortization process.

The Company's trade and other receivables and due from related parties are included in this category.

HTM Investments. HTM investments are quoted non-derivative financial assets with fixed or determinable payments and fixed maturities for which the Company's management has the positive intention and ability to hold to maturity. Where the Company sells other than an insignificant amount of HTM investments, the entire category would be tainted and classified as AFS investments. After initial measurement, these investments are measured at amortized cost using the effective interest method, less impairment in value. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate. Gains and losses are recognized in the statements of income when the HTM investments are derecognized or impaired, as well as through the amortization process.

The Company has no investments classified under this category.

AFS. AFS investments are non-derivative financial assets that are designated in this category or are not classified in any of the other categories. Subsequent to initial recognition, AFS investments are carried at fair value in the balance sheets. Changes in the fair value of such assets are reported in the equity section of the balance sheets until the investment is derecognized or the investment is determined to be impaired. On derecognition or impairment, the cumulative gain or loss previously reported in equity is transferred to the statements of income. Interest earned on holding AFS investments are recognized in the statements of income using the effective interest method.

The Company has no investments classified under this category.

Financial Liability at FVPL. Financial liabilities are classified in this category if these result from trading activities or derivative transactions that are not accounted for as accounting hedges, or when the Company elects to designate a financial liability under this category.

The Company has no designated financial liability at FVPL.

Other Financial Liabilities. This category pertains to financial liabilities that are not held for trading or not designated as at FVPL upon the inception of the liability. These include liabilities arising from operations or borrowings.

The financial liabilities are recognized initially at fair value and are subsequently carried at amortized cost, taking into account the impact of applying the effective interest method of amortization (or accretion) for any related premium, discount and any directly attributable transaction costs.

Included in this category are the Company's notes payable, accounts payable and accrued expenses, due to related party and dividends payable.

The Company has exposure to the following risks from its use of financial instruments:

- Credit Risk
- Liquidity Risk
- Market Risk

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risks, and the Company's management of capital.

The main purpose of the Company's dealings in financial instruments is to fund its operations and capital expenditures.

The BOD has overall responsibility for the establishment and oversight of the Company's risk management framework. The BOD has established the Executive Committee (EXCOM), which is responsible for developing and monitoring the Company's risk management policies. The EXCOM identifies all issues affecting the operations of the Company and reports regularly to the BOD on its activities.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. All risks faced by the Company are incorporated in the annual operating budget. Mitigating strategies and procedures are also devised to address the risks that inevitably occur so as not to affect the Company's operations and detriment forecasted results. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Audit Committee performs oversight over financial management functions, specifically in the areas of managing credit, liquidity, market and other risks of the Company. The Audit Committee directly interfaces with the internal audit function, which undertakes reviews of risk management controls and procedures and ensures the integrity of internal control activities which affect the financial management system of the Company. The results of procedures performed by Internal Audit are reported to the Audit Committee.

<u>Credit Risk</u>
Credit risk represents the risk of loss the Company would incur if credit customers and counterparties fail to perform their contractual obligations. The Company's credit risk arises principally from the Company's trade receivables.

The Plant Credit Committees have established a credit policy under which each new customer is analyzed individually for creditworthiness before standard credit terms and conditions are granted. The Company's review includes the requirements of updated credit application documents, credit verifications through the use of no negative record requests and list of blacklisted accounts, and analyses of financial performance to ensure credit capacity. Credit limits are established for each customer, which serve as the maximum open amount at which they are allowed to purchase on credit, provided that credit terms and conditions are observed.

The credit limit and status of each customer's account are first checked before processing a credit transaction. Customers that fail to meet the Company's conditions in the credit checking process may transact with the Company only on cash basis.

It is the Company's policy to conduct an annual credit review through identification and summarization of under-performing customers and review and validation of credit violation reports. Based on the summary, the Plant Credit Committees may upgrade, downgrade, suspend and cancel credit lines.

Most of the Company's customers have been transacting with the Company for several years, and losses have occurred from time to time. Customer credit risks are monitored through annual credit reviews conducted on a per plant basis. Results of credit reviews are grouped and summarized according to credit characteristics, such as geographic location, aging profile and credit violations. Historically, credit violations have been attributable to bounced checks, and denied, fictitious or absconded credit accounts.

Collateral securities are required for credit limit applications that exceed certain thresholds. The Company has policies for acceptable collateral securities that may be presented upon submission of credit applications.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk is as follows:

	September 30, 2008 (Unaudited)	June 30, 2008 (Audited)
Receivables trade - net	**P864,446**	P842,044
Cash in bank and cash equivalents	**609,714**	590,326
Other receivables - net	**70,365**	76,908
	P1,541,985	P1,509,278

The aging of trade receivables is as follows:

	September 30, 2008 (Unaudited)		June 30, 2008 (Audited)	
	Gross Amount	**Impairment**	Gross Amount	Impairment
Current	**P532,578**	**P -**	P518,732	P -
Past due 0-30 days	**208,310**	-	211,240	-
Past due 31-60 days	**65,248**	-	69,315	-
More than 60 days	**145,329**	**87,019**	117,985	75,228
	P951,465	**P87,019**	P917,272	P75,228

Various collateral securities such as bank guarantees, time deposits, surety bonds, real estate and/or chattel mortgages are held by the Company for trade receivables exceeding certain amounts.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations as they fall due. The Company manages liquidity risk by forecasting projected cash flows and maintaining a balance between continuity of funding and flexibility. Treasury controls and procedures are in place to ensure that sufficient cash is maintained to cover daily operational and working capital requirements. Management closely monitors the Company's future and contingent obligations and sets up required cash reserves as necessary in accordance with internal requirements.

In addition, the Company has the following credit facilities as of September 30, 2008:

- Omnibus line of credit with a number of Philippine banks consisting of commitments for short-term loans, letters of credit and documents against acceptances/documents against payment (DA/DP) facilities trust receipts. The total commitment under the line of credit is P2 billion, of which the Company had drawn P564 million under letters of credit and short-term loan as of

September 30, 2008. All facilities under the omnibus line bear interest at floating rates consisting of a margin over current Philippine treasury rates; and

- P480 million domestic bills purchased line, which is currently available.

The Company has complied with the minimum requirements of the credit facilities loan agreement.

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

	As of September 30, 2008 (Unaudited)		
	Carrying Amount	**Contractual Cash Flow**	**6 Months or less**
Financial liabilities			
Notes payable	P300,000	P302,850	P302,850
Accounts payable and accrued expenses	2,236,962	2,236,962	2,236,962
Due to a related party	59,039	59,039	59,039
	P2,596,001	P2,598,851	P2,598,851

	As of June 30, 2008 (Audited)		
	Carrying Amount	Contractual Cash Flow	6 Months or less
Financial liabilities			
Notes payable	P147,100	P147,890	P147,890
Accounts payable and accrued expenses	2,079,994	2,079,994	2,079,994
Due to a related party	62,021	62,021	62,021
	P2,289,115	P2,289,905	P2,289,905

Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and other market prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

The Company is subject to various market risks, including risks from changes in commodity prices, interest rates and currency exchange rates.

Commodity Prices

The risk from commodity price changes relates to the Company's ability to recover higher product costs through price increases to customers, which may be limited due to the competitive pricing environment that exists in the Philippine beverage market and the willingness of consumers to purchase the same volume of beverages at higher prices. The Company's most significant commodity exposure is to the Philippine sugar price.

The Company minimizes its exposure to risks in changes in commodity prices by entering into contracts with suppliers with duration ranging from six months to one year with fixed volume commitment for the contract duration and with stipulation for price adjustments depending on market prices.

Interest Rate Risk

The Company's exposure to the risk for changes in market interest rate relates primarily to its debt obligations with variable interest rates. The Treasury Department, through its competencies of managing debt obligations, transacts with creditors to ensure the most advantageous terms and to reduce exposure to risk of changes in market interest rate.

As of September 30, 2008, the interest rate profile of the Company's interest-bearing financial instruments is as follows:

	(Unaudited)
Financial assets	P532,364
Financial liabilities	(300,000)
	P232,364

Sensitivity Analysis
A 2% increase in interest rates would have increased equity and profits for the period ended September 30, 2008 by P4.6 million.

A 2% decrease in interest rates for the period ended September 30, 2008 would have had the equal but opposite effect, on the basis that all other variables remain constant.

Foreign Currency Risk
The Company is exposed to foreign currency risk on purchases that are denominated in currencies other than the Philippine peso, mostly in U.S. dollar and EURO. In respect of monetary assets and liabilities held in currencies other that the Philippine peso, the Company ensures that its exposure is kept to an acceptable level, by maintaining short-term cash placements in U.S. dollar and buying foreign currencies at spot rates where necessary to address short-term imbalances. The management considered the exposure to foreign currency risk to be insignificant. Further, the Company does not hold any investment in foreign securities as of September 30, 2008 and June 30 ,2008.

Fair Values
The carrying amounts of the financial assets and liabilities approximate fair values due to the short-term nature of these financial instruments.

Capital Management
The Company's objectives when managing capital are to increase the value of shareholders' investment and maintain high growth by applying free cash flow to selective investments that would further the Company's geographic diversification. The Company sets strategies with the objective of establishing a versatile and resourceful financial management and capital structure.

The Chief Financial Officer has overall responsibility for monitoring of capital in proportion to risk. Profiles for capital ratios are set in the light of changes in the Company's external environment and the risks underlying the Company's business operations and industry.

The Company monitors capital on the basis of the debt-to-equity ratio which is calculated as total debt divided by total equity. Total debt is equivalent to notes payable and long-term debt. Total equity comprises all components of equity including capital stock, additional paid-in capital and retained earnings.

The Company has externally-imposed capital requirements arising from its loans with local banks. Such loan agreements include the requirement to maintain a debt-to-equity ratio of not greater than 2:1. The Company has complied with such externally-imposed capital requirements as of September 30, 2008 and June 30, 2008.

The debt-to equity ratios are as follows:

	September 30, 2008 (Unaudited)	June 30, 2008 (Audited)
Total debt	**P300,000**	P147,100
Total equity	**P5,034,969**	P5,279,386
Debt-to-equity ratio	**0.060:1**	0.028:1

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Results of Operations

Revenues increased by 5% for the comparative three months periods in September 30, 2008 and 2007. Revenue growths were driven by growth in NCB in keeping with the increasing consumer preference for beverages associated with health and wellness. Notwithstanding a crowded and declining carbonated soft drinks market in the Philippines, it maintained an almost flat volume growth in the carbonated soft drinks revenues. The Company expanded its NCB product offerings in line with its strategy to make non-carbonated beverage available at affordable packaging (i.e. returnable glass bottles), as a result of the shift in product mix, the average NCB price went down by 5%. On the other hand, the average CSD price remained largely unchanged.

Amist a very challenging year, i.e. spiraling fuel cost, stiff competition, gross profit decreased by 5% while gross profit margin decreased from 31.4% to 28.8%. This is principally due to material price increases and depreciation of additional capital expenditure.

Operating expenses as a ratio to net sales increased from 25.5% to 24.1%, while operating expenses decreased by 1.4%. This is principally due to better cost management.

Consequently, net income for comparative three months periods in September 30, 2008 and 2007 decreased by 15%, while net income margin decreased from 4.6% to 3.7%.

Financial Condition

The Company's operating cycle (a.k.a. average receivable collection period plus average inventory conversion period) has remained shorter than the credit terms from suppliers. Liquidity has remained healthy although credit sales have increased from 62% in June 2008 to 64% in September 2008. Increase in credit sales in line with the shift from a direct distribution mode to a more efficient model of fostering partnership with distributors and multi-route Entrepreneurial Distribution System contractors as well as increase in Modern Trade business. Trade payable days have likewise remained at manageable levels.

In line with the Company's strategy to grow NCB and maintain its CSD market, the Company has continued its investment in the distribution infrastructure such as bottles and shell and powered coolers. It has recently completed the expansion projects in Cebu and San Fernando. It has also commenced expansion work in two other expansion projects.

Causes for Material Changes (+/-5% or more)

1. Increase current assets is less than 5%

2. 5% increase in total assets mainly due to the capital expenditures of P350 million in property, plant and equipment and P284 million in bottles and shells.

3. 28% increase in total current liabilities mainly due to the following:
    a. Additional loan availment of P152 million.
    b. Increase in accounts payable and accrued expenses by P157 million.
    c. P335 million (net of applicable withholding taxes) cash dividends declared by the board on September 30, 2008 due for payment on November 7, 2008.

4. 5% increase in noncurrent liabilities mainly due to the additional deferred tax liabilities of P25 million.

Known Trends, Demands, or Uncertainties That May Affect Liquidity
The Company is not aware of any trend that may affect its liquidity. Refer to Note 9 of the Condensed Interim Financial Statements for a discussion of the Company's liquidity risk and financial risk management.

Events That May Trigger Direct or Contingent Obligations
The Company is not aware of any events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation.

Off-Balance Sheet Transactions
To the Company's knowledge, there are no material off-balance sheet transactions, arrangement, obligations (including contingent obligations), and other relationship of the Corporation with unconsolidated entities or other persons created during the reporting period.

Material Commitments for Capital Expenditures
In January 2008, it had embarked on an IPO, with net proceeds of approximately ₱1.2 billion, to fund the expansion of NCB business. In addition to maintaining a level of ongoing capital expenditures broadly consistent with that incurred in recent periods, it expects to use the net proceeds received from the IPO offering to complete the remaining expansion projects lined up.

Trends or Uncertainties That May Impact Results of Operations
The Company's performance will continue to hinge on the overall performance of the Philippine economy, the natural seasonality of operations, and the competitive environment of the beverage market in the Philippines. Refer to Note 9 of the Condensed Interim Financial Statements for a discussion of the Company's Financial Risk Management.

Significant Elements of Income or Loss that Did not Arise from Continuing Operations
There were no significant elements of income or loss that did not arise from continuing operations.

Seasonality Aspects That May Affect Financial Conditions or Results of Operations
Please refer to Note 4 of the Condensed Interim Financial Statements for a discussion of the seasonality of the Company's operations.

Top Five Key Performance Indicators

The table below sets forth the comparative performance indicators of the Company.

	September 30, 2008	June 30, 2008
Current ratio[1]	0.88	1.11
Debt-to-equity ratio[2]	0.060:1	0.028:1

	For the three months period	
	September 30, 2008	September 30, 2007
Gross sales	P3.9 billion	P3.8 billion
Gross profit margin[3]	28.8%	31.4%
Net income margin[4]	3.7%	4.6%

[1] Current assets / current liabilities
[2] Total debt / total stockholders' equity
[3] Gross profit / net sales
[4] Net income / net sales

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Issuer: **Pepsi-Cola Products Philippines, Inc.**

By:

Partha Chakrabarti
Senior Vice President and Chief Financial Officer

Date: November 14, 2008