

\$200,000,000

PEPSICO, INC.

5.875% Debt Securities Due June 1, 2000  
Payable Semiannually

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Type of Securities: Fixed Rate Debt Securities

Underwriter: UBS Securities Inc.

Initial Offering Price: 99.764%

Underwriter's Discount: 0.339%

Currency: U. S. Dollars

Date of Issue: June 9, 1995

Issuance form: Book entry

Scheduled Maturity Date: June 1, 2000

Interest Rate: 5.875%

Daycount basis: 30/360

Interest Accrual Date: June 9, 1995, or the most recent date for which interest has been paid or provided for, as the case may be. Interest will accrue from each Interest Accrual Date to but excluding the next succeeding Interest Payment Date.

Interest Payment Dates: Semiannually on each December 1 and June 1, commencing December 1, 1995 and ending on the Scheduled Maturity Date. If any Interest Payment Date falls on a date that is not a Business Day, such Interest Payment Date will be the next succeeding Business Day.

Principal Payment Dates: Scheduled Maturity Date

Business Days: New York

Calculation Agent: PepsiCo, Inc.

Optional Redemption Dates: Not applicable

Option to elect prepayment: None

Sinking fund: Not applicable

Settlement Date: June 9, 1995

The 5.875% Debt Securities Due June 1, 2000 will be purchased by the Underwriter at 99.425% of their principal amount, and will be initially offered to the public at 99.764% of their principal amount (the "Initial Offering Price"). The Underwriter has advised PepsiCo that it intends to offer all or part of the 5.875% Debt Securities Due June 1, 2000 directly to the public initially at the Initial Offering Price of such Debt Securities. After the 5.875% Debt Securities Due June 1, 2000 are released for sale to the public, the offering price and other selling terms may from time to time be varied by the Underwriter.

For U.S. federal income tax purposes, the 5.875% Debt Securities Due June 1, 2000 will be treated as Fixed Rate Debt Securities, issued without OID. This treatment is consistent with the applicable provisions of the Internal Revenue Code of 1986, as amended, and the final OID regulations, which are generally effective for debt instruments issued on or after April 4, 1994.

The Underwriter and certain of its affiliates have provided financial and commercial banking services for PepsiCo from time to time, in the ordinary course of business.

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UBS Securities Inc.

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June 2, 1995