Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
PEPSI-COLA NEWBURGH BOTTLING CO., INC. 401(K) PROFIT SHARING PLAN FOR EMPLOYEES OF PEPSI-COLA OF THE HUDSON VALLEY AND PEPSI-COLA BRIS

1b Three-digit plan number (PN) ▶ 005

1c Effective date of plan 07/20/1990

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
PEPSI-COLA NEWBURGH BOTTLING CO., INC.

ONE PEPSI WAY
NEWBURGH, NY 12550

2b Employer Identification Number (EIN) 14-1263911

2c Plan Sponsor's telephone number 845-562-5400

2d Business code (see instructions) 312110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	09/14/2017	MARY ABRAMOWITZ
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number)

Preparer's telephone number

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	

5 Total number of participants at the beginning of the plan year	**5**	331
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	270
a(2) Total number of active participants at the end of the plan year	**6a(2)**	290
b Retired or separated participants receiving benefits	**6b**	1
c Other retired or separated participants entitled to future benefits	**6c**	61
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	352
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	352
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	339
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	30
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2S 2T 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1) Insurance	[ ]	**(1)** Insurance	[ ]
(2) Code section 412(e)(3) insurance contracts	[ ]	**(2)** Code section 412(e)(3) insurance contracts	[ ]
(3) Trust	[X]	**(3)** Trust	[X]
(4) General assets of the sponsor	[ ]	**(4)** General assets of the sponsor	[ ]

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2016** **This Form is Open to Public Inspection.**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
PEPSI-COLA NEWBURGH BOTTLING CO., INC. 401(K) PROFIT SHARING PLAN FOR EMPLOYEES OF PEPSI-COLA OF THE HUDSON VALLEY AND PEPSI-COLA BRIS

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
PEPSI-COLA NEWBURGH BOTTLING CO., INC.

D Employer Identification Number (EIN)
14-1263911

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

EVANS AND BENNETT LLP
2112 ERIE BLVD EAST
SUITE 100
SYRACUSE, NY 13224

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 52 59 60 62 63 72	RECORDKEEPER	7762	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
PEPSI-COLA NEWBURGH BOTTLING CO., INC. 401(K) PROFIT SHARING PLAN FOR EMPLOYEES OF PEPSI-COLA OF THE HUDSON VALLEY AND PEPSI-COLA BRIS

B Three-digit plan number (PN) ▶ 005

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
PEPSI-COLA NEWBURGH BOTTLING CO., INC.

D Employer Identification Number (EIN)
14-1263911

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: MORLEY STABLE VALUE FUND CLASS 40

b Name of sponsor of entity listed in (a): PRINCIPAL GLOBAL INVESTORS TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
93-6274329-001	C	3513310

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
PEPSI-COLA NEWBURGH BOTTLING CO., INC. 401(K) PROFIT SHARING PLAN FOR EMPLOYEES OF PEPSI-COLA OF THE HUDSON VALLEY AND PEPSI-COLA BRIS

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
PEPSI-COLA NEWBURGH BOTTLING CO., INC.

D Employer Identification Number (EIN)
14-1263911

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	495	525
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	186197	308265
(2) Participant contributions	1b(2)		13963
(3) Other	1b(3)		8371
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	17252	275273
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	869644	895968
(9) Value of interest in common/collective trusts	1c(9)	3081253	3513310
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	19667130	21869982
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	23821971	26885657
	Liabilities			
g	Benefit claims payable	1g		304565
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	304565
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	23821971	26581092

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	741554	
	(B) Participants	2a(1)(B)	920147	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1661701
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	27574	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		27574
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	702090	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		702090
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		43855
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1149527
c Other income	2c		13137
d Total income. Add all **income** amounts in column (b) and enter total	2d		3597884
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	776541	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		776541
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		54460
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	7762	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		7762
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		838763
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2759121
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: EVANS & BENNETT, LLP **(2)** EIN: 15-0551397

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
PEPSI-COLA NEWBURGH BOTTLING CO., INC. 401(K) PROFIT SHARING PLAN FOR EMPLOYEES OF PEPSI-COLA OF THE HUDSON VALLEY AND PEPSI-COLA BRIS

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
PEPSI-COLA NEWBURGH BOTTLING CO., INC.

D Employer Identification Number (EIN)
14-1263911

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 94-1687665

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter _____/_____/_____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter _____/_____/_____.

PEPSI-COLA NEWBURGH BOTTLING CO., INC.

401(k) PROFIT SHARING PLAN FOR EMPLOYEES OF PEPSI - COLA OF THE HUDSON VALLEY AND PEPSI - COLA BRISTOL FACILITIES

NEWBURGH, NEW YORK

AUDITED FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

DECEMBER 31, 2016 AND 2015

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Evans and Bennett, LLP
CERTIFIED PUBLIC ACCOUNTANTS
2112 Erie Blvd. East, Suite 100
Syracuse, NY 13224
(315) 474-3986
FAX: (315) 474-0716

INDEPENDENT AUDITORS' REPORT

To the Sponsor of the Pepsi-Cola Newburgh Bottling Co., Inc. 401(k) Profit Sharing Plan
for Employees of Pepsi-Cola of the Hudson Valley and Pepsi-Cola Bristol Facilities

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Pepsi-Cola Newburgh Bottling Co., Inc. 401(k) Profit Sharing Plan for Employees of Pepsi-Cola of the Hudson Valley and Pepsi-Cola Bristol Facilities, which comprise the statements of net assets available for plan benefits as of December 31, 2016 and 2015 and the related statement of changes in net assets available for plan benefits for the year ended December 31, 2016 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with U. S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with U. S. generally accepted auditing standards. Because of the matters described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Bank of America, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of and for the year ended December 31, 2016 that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matters described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter - Supplemental Schedules

The supplemental schedule of assets (held at end of year) appearing on page 15 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the 2016 and 2015 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with U.S. generally accepted auditing standards and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Evans and Bennett LLP
Certified Public Accountants
Syracuse, NY

August 7, 2017

PEPSI-COLA NEWBURGH BOTTLING CO., INC. 401(K) PROFIT SHARING PLAN FOR EMPLOYEES OF PEPSI-COLA OF THE HUDSON VALLEY AND PEPSI-COLA BRISTOL FACILITIES

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31,

ASSETS

	2016	2015
Investments, at fair value		
Mutual funds	$ 21,869,982	$ 19,667,130
Common collective trust	3,513,310	3,081,253
Total investments, at fair value	25,383,292	22,748,383
Cash	275,798	17,747
Receivables:		
Employer contribution receivable	308,265	186,197
Participants' contributions receivable	22,334	-
Loans receivable from participants	895,968	869,644
Total receivables	1,226,567	1,055,841
Total assets	26,885,657	23,821,971

LIABILITIES

Excess contributions payable	-	-
Net assets available for benefits	$ 26,885,657	$ 23,821,971

The accompanying notes are an integral part of these financial statements

PEPSI-COLA NEWBURGH BOTTLING CO., INC. 401(K) PROFIT SHARING PLAN FOR EMPLOYEES OF PEPSI-COLA OF THE HUDSON VALLEY AND PEPSI-COLA BRISTOL FACILITIES

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2016

ADDITIONS	
Investment income:	
Net appreciation in fair value of investments	$ 1,193,382
Dividend income	702,090
Total investment income	1,895,472
Interest income on loans receivable from participants	27,574
Contributions:	
Employer's	741,554
Participants'	920,147
Participants' rollover	-
Total contributions	1,661,701
Other income	13,137
Total additions	3,597,884
DEDUCTIONS	
Benefits paid to participants	471,976
Loan defaults	54,460
Administrative and investment expenses	7,762
Total deductions	534,198
Increase in net assets available for benefits	3,063,686
Beginning of the year	23,821,971
End of year	$ 26,885,657

The accompanying notes are an integral part of these financial statements

PEPSI-COLA NEWBURGH BOTTLING CO., INC. 401(K) PROFIT SHARING PLAN FOR EMPLOYEES OF PEPSI-COLA OF THE HUDSON VALLEY AND PEPSI-COLA BRISTOL FACILITIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2016

Note 1. Description of the Plan

The following description of Pepsi-Cola Newburgh Bottling Co., Inc. 401(k) Profit Sharing Plan for Employees of Pepsi-Cola of the Hudson Valley and Pepsi-Cola Bristol Facilities (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution profit sharing plan established for the benefit of the full-time employees of Pepsi-Cola Newburgh Bottling Co., Inc. (the "Sponsor"). The Plan and the trust of which it is a part are intended to satisfy all of the requirements for a qualified retirement plan under the appropriate provisions of the Internal Revenue Code (the "IRC") and similar state tax laws. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

Employees of the Sponsor who are full-time, at least 21 years of age and who have completed three months of service are eligible to contribute to the Plan but they are not eligible to receive the profit sharing feature until their second calendar year of employment and 1,000 hours of service.

Participant Accounts

Each participant's account is credited with the participant's contribution, employer matching contribution, an allocation of the Sponsor's profit sharing contribution, and Plan earnings. Each participant's account is reduced by withdrawals, losses on investments, forfeitures, and plan administrative expenses. Allocation of Plan earnings (losses) is based upon the relationship of a participant's account to the accounts of all participants in each investment fund. Allocation of the Sponsor's contribution is based upon the ratio each participant's compensation bears to the total compensation of all participants. The investment of each participant's trust fund is directed by the participant from the options available under the Plan.

Contributions

Each year, participants may make salary deferral contributions in an percentage from 1% to 100% or dollar amount of qualified pre-tax annual compensation, as defined by the Plan. For each calendar year that the Sponsor meets its profit goals, it will make a profit sharing contribution to the Plan. The total profit sharing contribution will be an amount determined and authorized annually by the Sponsor's board of directors. Participants may roll over amounts representing distributions from other qualified defined benefit or contribution plans. Contributions are subject to certain limitations.

Note 1. Description of the Plan (continued)

Contributions (continued)

The Sponsor will also make a contribution to the Plan, known as a 401(k) matching contribution, on behalf of those participants who have made salary deferral contributions. The matching contribution will be an amount equal to the employee contribution up to a maximum of 3% of eligible employee compensation, subject to the maximum amount imposed by the Internal Revenue Service (the "IRS").

Payment of Benefits

Upon termination of service due to death, disability or early or normal retirement, a participant will automatically become 100% vested in his or her account balance. For termination of service for other reasons, a participant will receive the value of the vested interest in his or her account.

Participants' Investment Options

Participants must direct their salary deferral contributions to selected investments as made available and determined by the Sponsor. Participants may change their investment options at any time throughout the year.

Vesting

Participants are immediately vested in their voluntary contributions adjusted for actual earnings (losses) thereon. Participants become 20% vested after two years of service and continue to vest at the rate of 20% for each successive year of service until 100% vested in the Sponsor matching and profit sharing contributions made on their behalf.

Forfeitures

At December 31, 2016 and 2015, forfeitured non vested accounts totaled $18,626 and $102,079, respectively. These amounts will be used first to reduce the Plan's administrative expenses. Any remaining forfeitures shall be utilized to reduce employer matching and discretionary contributions. During the year ended December 31, 2016, $75,000 of forfeited amounts reduced employer contributions as permitted by the plan.

Participant Loans

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at fixed rate commensurate with local prevailing rates as determined by the Trustee (at the time the loan is entered into), ranging from 3.25% - 4.25% for the year ended December 31, 2016. Principal and interest are paid ratably through weekly payroll deductions. Delinquent loans are treated as distributions based on terms of the Plan Agreement.

Note 2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (see Note 4 for a discussion of fair value measurements).

Purchases and sales of securities are recorded on a trade-date basis. Interest income is accrued when earned and dividend income is accrued on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains (losses) on investments bought and sold as held during the year.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Loans Receivable from Participants

Loans receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest.

Administrative Expenses

The expenses necessary to administer the Plan can be paid by the Plan and allocated proportionately to each participant. In addition, participants are charged services fees for any loan and distribution transactions they request and certain investment related expenses have been offset with net investment income and are not readily determinable.

Payment of Benefits

Benefits are recorded when paid.

Note 2. Summary of Significant Accounting Policies (continued)

Recent Accounting Pronouncements

The Sponsor is aware of two recently issued pronouncements.

In May 2015, the FASB issued ASU 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent),* which exempts investments measured using the net asset value (NAV) practical expedient in ASC 820, *Fair Value Measurement,* from categorization within the fair value hierarchy. The guidance requires retrospective application and is effective for public business entities for fiscal years beginning after December 15, 2015 and interim periods within those fiscal years. For all other entities, the guidance is effective for fiscal years beginning after December 15, 2016 and interim periods within those fiscal years. Early adoption is permitted. Management elected to early adopt the provisions of this new standard in 2016. Accordingly the amendment was retrospectively applied resulting in elimination of fair value hierarchy table disclosure for the Plan's investments in the Morely Stable Value Fund, a common collective trust.

FASB ASU 2015-12 issued in July 2015, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962) and Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient.* The standard simplifies reporting with respect to fully benefit-responsive investment contracts and plan investment disclosures. These amendments also make clear that indirect investments in fully benefit-responsive investment contracts through a common collective trust (CCT) should no longer be reflected as fully benefit-responsive investment contracts but as an investment valued using the net asset value (NAV) practical expedient. This guidance is effective for fiscal years beginning after December 15, 2015. Accordingly this amendment was retroactively applied presenting the plan's investment in a CCT, the Morley Stable Value Fund, at fair value and eliminating the adjustment from fair value to contract value reported on the statement of net assets available for plan benefits.

Note 3. Investment concentration (unaudited)

The following presents investments at December 31, 2016 and 2015 that represent 5% or more of the Plan's net assets:

	2016	2015
Morley Stable Value Fund	$ 3,513,310	$ 3,081,253
American Funds Balanced Fund	2,678,515	2,584,818
Franklin Rising Dividend Fund	2,510,899	2,041,765
Invesco Diversified Dividend Fund	2,733,769	2,479,139
Janus Triton Fund	1,707,428	1,639,471
Lazard International Strategic Equity Portfolio	2,602,736	2,533,493
MFS Growth Stock Fund	1,686,201	1,787,250
Wells Fargo Special Mid Cap Value Fund	2,462,397	2,271,205
Pioneer Bond Fund	2,099,577	1,677,713

Note 3. Investments (unaudited) (continued)

During 2016, the Plan's investments (including gains and losses on investments bought and sold, as well as those held during the year) appreciated (depreciated) in value as follows:

Mutual funds	$ 1,149,527
Common collective trust	43,855
	$ 1,193,382

Note 4. Fair Value of Investments

The framework established by the Financial Accounting Standards Board (FASB) for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access. Such inputs include quoted prices in active markets for identical assets or liabilities.

Level 2: Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There were no changes in methodologies used at December 31, 2016 and 2015:

Mutual Funds: Shares of registered investment companies (mutual funds) are reported at fair value based on the quoted price of the fund, which represents the published net asset value ("NAV") of the shares held by the fund at year-end.

Common Collective Trust ("CCT"): This investment is an investment vehicle using the calculated net asset value (NAV) as a practical expedient. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding.

Note 4. Fair Value of Investments (continued)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016 and 2015:

Assets at Fair Value as of December 31, 2016

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large blend	$ 6,038,317	$ -	$ -	$ 6,038,317
Large value	3,863,729	-	-	3,863,729
Large growth	4,288,937	-	-	4,288,937
Mid blend	2,462,397	-		2,462,397
Mid growth	71,241	-	-	71,241
Small value	89,532	-	-	89,532
Small growth	1,707,428	-	-	1,707,428
Intermediate bond fund	2,099,577	-	-	2,099,577
Target date funds	1,248,824	-	-	1,248,824
Total assets in fair value hierarchy	21,869,982	$ -	$ -	21,869,982
Common collective trusts measured at net asset value				3,513,310
Total investments at fair value				$ 25,383,292

Assets at Fair Value as of December 31, 2015

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large blend	$ 5,216,847	$ -	$ -	$ 5,216,847
Large value	3,310,561	-	-	3,310,561
Large growth	4,320,743	-	-	4,320,743
Mid blend	2,271,205	-	-	2,271,205
Mid growth	61,435	-	-	61,435
Small value	61,997	-	-	61,997
Small growth	1,639,471	-	-	1,639,471
Intermediate bond fund	1,677,713	-	-	1,677,713
Target date funds	1,107,158	-	-	1,107,158
Total assets in fair value hierarchy	$ 19,667,130	$ -	$ -	19,667,130
Common collective trusts measured at net asset value				3,081,253
Total investments at fair value				$ 22,748,383

Note 5. Fair Value of Investments in Certain Entities that Calculate Net Asset Value per Share

The following table sets forth the Plan's investments whose fair value is estimated using NAV per share (or its equivalent) as a practical expedient as of December 31, 2016 and 2015:

	2016			
Investment	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Morley Stable Value Fund	$ 3,513,310	-	Daily	None

	2015			
Investment	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Morley Stable Value Fund	$ 3,081,253	-	Daily	None

This category includes a stable value collective fund whose objective is to provide a diversified group of investments offering competitive levels of yield consistent with stable fixed-income methodology and the careful and prudent assumptions of investment risk providing for preservation of capital, stability and predictability of returns, liquidity to pay Plan benefits and high credit quality. The fund seeks to achieve this objective by investing in conventional, synthetic and separate account investment contracts (collectively, "contracts") issued by life insurance companies, banks and other financial institutions.

Characteristics of these contracts allow for their principal value to remain stable regardless of the volatility of the financial markets. For liquidity purposes, the fund may have all or a portion of its assets invested in high-quality money market instruments, investment companies and a collective investment trust that meet the investment objectives. Investments in this category can be redeemed daily at the current NAV per share based on the fair value of the underlying assets. The fair value of investments in this category has been estimated using the NAV per share of the underlying investments.

Note 6. Information Certified by the Trustee

The Plan has elected the method of annual compliance reporting permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The assets of the Plan are held by the trustee. Based on information provided and certified by the trustees, there are no fixed income obligations, leases, or debt instruments in default or deemed uncollectible, as defined by ERISA, for the years ended December 31, 2016 and 2015.

Note 6. Information Certified by the Trustee (continued)

The trustees have certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

As of December 31:	2016	2015
Investments, at fair value:		
Mutual funds	$ 21,869,982	$ 19,667,130
Common collective trust	3,513,310	3,081,253
	$ 25,383,292	$ 22,748,383
Cash	$ 275,798	$ 17,747
Notes receivable from participants	$ 895,968	$ 869,644

For the Year Ended December 31, 2016

Net appreciation in fair value of investments	$ 1,193,382
Dividend income	702,090
Interest income on notes receivable from participants	27,574

Note 7. Plan Termination

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note 8. Tax Status

The Plan obtained its latest advisory opinion letter on March 31, 2014 in which the IRS stated that the basic Plan document, as then designed, was in compliance with the applicable requirements of the IRC. The Plan is required to operate in conformity with the applicable provisions of the IRC to maintain its tax-qualified status. The Plan has been amended since receiving the opinion letter. However, the Sponsor believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes the Plan is qualified and the related trust is tax-exempt.

Note 8. Tax Status (continued)

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or the Department of Labor. The Sponsor has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016 and 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Furthermore, there are no tax related interest or penalties included in the financial statements presented.

Note 9. Parties-in-Interest

As of December 31, 2016 and 2015, there were transactions involving the investment of Plan assets in investment funds maintained by the trustees, which qualify as party-in-interest transactions.

In addition, certain participants borrowed from the Plan. As of December 31, 2016 and 2015, the outstanding notes of the Plan participants were $895,968 and $869,644, respectively. Participants are a party-in-interest to the Plan and these loans and the related interest income were exempt party-in-interest transactions pursuant to Section 408(b)(1) of ERISA.

Note 10. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks, and domestic and global market conditions. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could significantly affect participants' account balances and the amounts reported in the December 31, 2016 Statement of Net Assets Available for Benefits. The Plan is exposed to credit loss in the event of non-performance by the companies with who guaranteed investment contracts are placed. However, the Sponsor does not anticipate non-performance by these companies and believes that the risk to Plan assets from credit loss is not material due to the diversified nature of the assets held.

Note 11. Subsequent Events

Plan management has evaluated subsequent events through August 7, 2017 which is the date these financial statements were available to be issued.

Note 12. Reconciliation of Plan Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2016 and 2015, to Form 5500:

	2016	2015
Net assets available for benefits per financial statemen	$ 26,885,657	$ 23,821,971
Amounts allocated to withdrawing participants	(304,565)	-
Net assets available for benefits per the Form 5500	$ 26,581,092	$ 23,821,971

The following is a reconciliation of benefits paid to participants per the financial statements for the year ended December 31, 2016 to Form 5500:

Benefits paid to participants per financial statements	$ 471,976
Add: Amounts allocated to withdrawing participants at December 31, 2016	304,565
Less: Amounts allocated to withdrawing participants at December 31, 2015	-
Benefits paid to participants per Form 5500	$ 776,541

Amounts allocated to withdrawing participants are recorded on the Form 5500 for benefits claims that have been processed and approved for payment prior to year end, but not yet paid as of that date.

PEPSI-COLA NEWBURGH BOTTLING CO., INC. 401(K) PROFIT SHARING PLAN FOR EMPLOYEES OF PEPSI-COLA OF THE HUDSON VALLEY AND PEPSI-COLA BRISTOL FACILITIES

SUPPLEMENTARY INFORMATION

SCHEDULE OF ASSETS HELD AT END OF YEAR

DECEMBER 31, 2016

Plan Name:	Pepsi-Cola Newburgh Bottling Co., Inc. 401(k) Profit Sharing Plan for Employees of Pepsi-Cola of the Hudson Valley and Pepsi-Cola Bristol Facilities	Plan Number: 005

Plan Year:	01/01/2016 to 12/31/2016	EIN: 14-1263911

Schedule H, Line 4i - Schedule of Assets (Held at Year End)

	(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity date	(d) Cost	(e) Current Value
		Cash			
*		Merrill Lynch	Bank Deposit Program	**	$ 275,798
		Mutual funds			
		American Funds	Balanced Fund (108,485.8277 shares)	**	$ 2,678,515
		Franklin Managed Trust	Mutual Quest Fund (73,757.1773 shares)	**	1,129,960
		Franklin Managed Trust	Rising Dividends Fund (47,708.5118 shares)	**	2,510,899
		Invesco	Diversified Dividend Fund (141,646.0738 shares)	**	2,733,769
		Janus	Triton Fund (73,123.2573 shares)	**	1,707,428
		JP Morgan Trust	JP Morgan Smart Retirement Fund (278.7129 shares)	**	4,839
		JP Morgan Trust	JP Morgan Smart Retirement 2020 Fund (8,058.0725 shares)	**	145,529
		JP Morgan Trust	JP Morgan Smart Retirement 2030 Fund (20,177.7358 shares)	**	378,534
		JP Morgan Trust	JP Morgan Smart Retirement 2040 Fund (18,297.7188 shares)	**	352,780
		JP Morgan Trust	JP Morgan Smart Retirement 2050 Fund (20,139.5126 shares)	**	367,144
		Lazard	International Strategic Equity Portfolio (207,389.3117 shares)	**	2,602,736
		MFS	Growth Stock Fund (73,027.3440 shares)	**	1,686,201
		Pioneer	Bond Fund (218,251.2725 shares)	**	2,099,577
		Blackrock	S&P 500 Stock Fund (3,178.9301 shares)	**	848,901
		Victory Funds	Integrity Small Cap (2,382.4376 shares)	**	89,532
		Wells Fargo Advantage	Discovery (2,376.2692 shares)	**	71,241
		Wells Fargo Advantage	Special Mid Cap Value Fund (70,014.1399 shares)	**	2,462,397
					21,869,982
		Common collective trust			
		Gartmore Morley	Stable Value Fund(137,939.1257 shares)	**	3,513,310
			Total investments, at fair value		$ 25,383,292
*		Participant loans	3.25% - 4.25% maturities through 2021		$ 895,968

* *Denotes a party-in-interest*

** *Cost omitted for participant directed investments*

See independent auditors' report

PEPSI-COLA NEWBURGH BOTTLING CO., INC.

401(k) PROFIT SHARING PLAN FOR EMPLOYEES OF PEPSI - COLA OF THE HUDSON VALLEY AND PEPSI - COLA BRISTOL FACILITIES

NEWBURGH, NEW YORK

AUDITED FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

DECEMBER 31, 2016 AND 2015

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Evans and Bennett, LLP
CERTIFIED PUBLIC ACCOUNTANTS
2112 Erie Blvd. East, Suite 100
Syracuse, NY 13224
(315) 474-3986
FAX: (315) 474-0716

INDEPENDENT AUDITORS' REPORT

To the Sponsor of the Pepsi-Cola Newburgh Bottling Co., Inc. 401(k) Profit Sharing Plan
for Employees of Pepsi-Cola of the Hudson Valley and Pepsi-Cola Bristol Facilities

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Pepsi-Cola Newburgh Bottling Co., Inc. 401(k) Profit Sharing Plan for Employees of Pepsi-Cola of the Hudson Valley and Pepsi-Cola Bristol Facilities, which comprise the statements of net assets available for plan benefits as of December 31, 2016 and 2015 and the related statement of changes in net assets available for plan benefits for the year ended December 31, 2016 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with U. S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with U. S. generally accepted auditing standards. Because of the matters described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Bank of America, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of and for the year ended December 31, 2016 that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matters described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter - Supplemental Schedules

The supplemental schedule of assets (held at end of year) appearing on page 15 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the 2016 and 2015 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with U.S. generally accepted auditing standards and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Evans and Bennett LLP
Certified Public Accountants
Syracuse, NY

August 7, 2017

PEPSI-COLA NEWBURGH BOTTLING CO., INC. 401(K) PROFIT SHARING PLAN FOR EMPLOYEES OF PEPSI-COLA OF THE HUDSON VALLEY AND PEPSI-COLA BRISTOL FACILITIES

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31,

ASSETS

	2016	2015
Investments, at fair value		
Mutual funds	$ 21,869,982	$ 19,667,130
Common collective trust	3,513,310	3,081,253
Total investments, at fair value	25,383,292	22,748,383
Cash	275,798	17,747
Receivables:		
Employer contribution receivable	308,265	186,197
Participants' contributions receivable	22,334	-
Loans receivable from participants	895,968	869,644
Total receivables	1,226,567	1,055,841
Total assets	26,885,657	23,821,971

LIABILITIES

Excess contributions payable	-	-
Net assets available for benefits	$ 26,885,657	$ 23,821,971

The accompanying notes are an integral part of these financial statements

PEPSI-COLA NEWBURGH BOTTLING CO., INC. 401(K) PROFIT SHARING PLAN FOR EMPLOYEES OF PEPSI-COLA OF THE HUDSON VALLEY AND PEPSI-COLA BRISTOL FACILITIES

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEAR ENDED DECEMBER 31, 2016

ADDITIONS	
Investment income:	
Net appreciation in fair value of investments	$ 1,193,382
Dividend income	702,090
Total investment income	1,895,472
Interest income on loans receivable from participants	27,574
Contributions:	
Employer's	741,554
Participants'	920,147
Participants' rollover	-
Total contributions	1,661,701
Other income	13,137
Total additions	3,597,884
DEDUCTIONS	
Benefits paid to participants	471,976
Loan defaults	54,460
Administrative and investment expenses	7,762
Total deductions	534,198
Increase in net assets available for benefits	3,063,686
Beginning of the year	23,821,971
End of year	$ 26,885,657

The accompanying notes are an integral part of these financial statements

PEPSI-COLA NEWBURGH BOTTLING CO., INC. 401(K) PROFIT SHARING PLAN FOR EMPLOYEES OF PEPSI-COLA OF THE HUDSON VALLEY AND PEPSI-COLA BRISTOL FACILITIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2016

Note 1. Description of the Plan

The following description of Pepsi-Cola Newburgh Bottling Co., Inc. 401(k) Profit Sharing Plan for Employees of Pepsi-Cola of the Hudson Valley and Pepsi-Cola Bristol Facilities (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution profit sharing plan established for the benefit of the full-time employees of Pepsi-Cola Newburgh Bottling Co., Inc. (the "Sponsor"). The Plan and the trust of which it is a part are intended to satisfy all of the requirements for a qualified retirement plan under the appropriate provisions of the Internal Revenue Code (the "IRC") and similar state tax laws. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

Employees of the Sponsor who are full-time, at least 21 years of age and who have completed three months of service are eligible to contribute to the Plan but they are not eligible to receive the profit sharing feature until their second calendar year of employment and 1,000 hours of service.

Participant Accounts

Each participant's account is credited with the participant's contribution, employer matching contribution, an allocation of the Sponsor's profit sharing contribution, and Plan earnings. Each participant's account is reduced by withdrawals, losses on investments, forfeitures, and plan administrative expenses. Allocation of Plan earnings (losses) is based upon the relationship of a participant's account to the accounts of all participants in each investment fund. Allocation of the Sponsor's contribution is based upon the ratio each participant's compensation bears to the total compensation of all participants. The investment of each participant's trust fund is directed by the participant from the options available under the Plan.

Contributions

Each year, participants may make salary deferral contributions in an percentage from 1% to 100% or dollar amount of qualified pre-tax annual compensation, as defined by the Plan. For each calendar year that the Sponsor meets its profit goals, it will make a profit sharing contribution to the Plan. The total profit sharing contribution will be an amount determined and authorized annually by the Sponsor's board of directors. Participants may roll over amounts representing distributions from other qualified defined benefit or contribution plans. Contributions are subject to certain limitations.

Note 1. Description of the Plan (continued)

Contributions (continued)

The Sponsor will also make a contribution to the Plan, known as a 401(k) matching contribution, on behalf of those participants who have made salary deferral contributions. The matching contribution will be an amount equal to the employee contribution up to a maximum of 3% of eligible employee compensation, subject to the maximum amount imposed by the Internal Revenue Service (the "IRS").

Payment of Benefits

Upon termination of service due to death, disability or early or normal retirement, a participant will automatically become 100% vested in his or her account balance. For termination of service for other reasons, a participant will receive the value of the vested interest in his or her account.

Participants' Investment Options

Participants must direct their salary deferral contributions to selected investments as made available and determined by the Sponsor. Participants may change their investment options at any time throughout the year.

Vesting

Participants are immediately vested in their voluntary contributions adjusted for actual earnings (losses) thereon. Participants become 20% vested after two years of service and continue to vest at the rate of 20% for each successive year of service until 100% vested in the Sponsor matching and profit sharing contributions made on their behalf.

Forfeitures

At December 31, 2016 and 2015, forfeitured non vested accounts totaled $18,626 and $102,079, respectively. These amounts will be used first to reduce the Plan's administrative expenses. Any remaining forfeitures shall be utilized to reduce employer matching and discretionary contributions. During the year ended December 31, 2016, $75,000 of forfeited amounts reduced employer contributions as permitted by the plan.

Participant Loans

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum of $50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at fixed rate commensurate with local prevailing rates as determined by the Trustee (at the time the loan is entered into), ranging from 3.25% - 4.25% for the year ended December 31, 2016. Principal and interest are paid ratably through weekly payroll deductions. Delinquent loans are treated as distributions based on terms of the Plan Agreement.

Note 2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (see Note 4 for a discussion of fair value measurements).

Purchases and sales of securities are recorded on a trade-date basis. Interest income is accrued when earned and dividend income is accrued on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains (losses) on investments bought and sold as held during the year.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Loans Receivable from Participants

Loans receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest.

Administrative Expenses

The expenses necessary to administer the Plan can be paid by the Plan and allocated proportionately to each participant. In addition, participants are charged services fees for any loan and distribution transactions they request and certain investment related expenses have been offset with net investment income and are not readily determinable.

Payment of Benefits

Benefits are recorded when paid.

Note 2. Summary of Significant Accounting Policies (continued)

Recent Accounting Pronouncements

The Sponsor is aware of two recently issued pronouncements.

In May 2015, the FASB issued ASU 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent),* which exempts investments measured using the net asset value (NAV) practical expedient in ASC 820, *Fair Value Measurement,* from categorization within the fair value hierarchy. The guidance requires retrospective application and is effective for public business entities for fiscal years beginning after December 15, 2015 and interim periods within those fiscal years. For all other entities, the guidance is effective for fiscal years beginning after December 15, 2016 and interim periods within those fiscal years. Early adoption is permitted. Management elected to early adopt the provisions of this new standard in 2016. Accordingly the amendment was retrospectively applied resulting in elimination of fair value hierarchy table disclosure for the Plan's investments in the Morely Stable Value Fund, a common collective trust.

FASB ASU 2015-12 issued in July 2015, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962) and Health and Welfare Benefit Plans (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient.* The standard simplifies reporting with respect to fully benefit-responsive investment contracts and plan investment disclosures. These amendments also make clear that indirect investments in fully benefit-responsive investment contracts through a common collective trust (CCT) should no longer be reflected as fully benefit-responsive investment contracts but as an investment valued using the net asset value (NAV) practical expedient. This guidance is effective for fiscal years beginning after December 15, 2015. Accordingly this amendment was retroactively applied presenting the plan's investment in a CCT, the Morley Stable Value Fund, at fair value and eliminating the adjustment from fair value to contract value reported on the statement of net assets available for plan benefits.

Note 3. Investment concentration (unaudited)

The following presents investments at December 31, 2016 and 2015 that represent 5% or more of the Plan's net assets:

	2016	2015
Morley Stable Value Fund	$ 3,513,310	$ 3,081,253
American Funds Balanced Fund	2,678,515	2,584,818
Franklin Rising Dividend Fund	2,510,899	2,041,765
Invesco Diversified Dividend Fund	2,733,769	2,479,139
Janus Triton Fund	1,707,428	1,639,471
Lazard International Strategic Equity Portfolio	2,602,736	2,533,493
MFS Growth Stock Fund	1,686,201	1,787,250
Wells Fargo Special Mid Cap Value Fund	2,462,397	2,271,205
Pioneer Bond Fund	2,099,577	1,677,713

Note 3. Investments (unaudited) (continued)

During 2016, the Plan's investments (including gains and losses on investments bought and sold, as well as those held during the year) appreciated (depreciated) in value as follows:

Mutual funds	$ 1,149,527
Common collective trust	43,855
	$ 1,193,382

Note 4. Fair Value of Investments

The framework established by the Financial Accounting Standards Board (FASB) for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access. Such inputs include quoted prices in active markets for identical assets or liabilities.

Level 2: Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There were no changes in methodologies used at December 31, 2016 and 2015:

Mutual Funds: Shares of registered investment companies (mutual funds) are reported at fair value based on the quoted price of the fund, which represents the published net asset value ("NAV") of the shares held by the fund at year-end.

Common Collective Trust ("CCT"): This investment is an investment vehicle using the calculated net asset value (NAV) as a practical expedient. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding.

Note 4. Fair Value of Investments (continued)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016 and 2015:

Assets at Fair Value as of December 31, 2016

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large blend	$ 6,038,317	$ -	$ -	$ 6,038,317
Large value	3,863,729	-	-	3,863,729
Large growth	4,288,937	-	-	4,288,937
Mid blend	2,462,397	-		2,462,397
Mid growth	71,241	-	-	71,241
Small value	89,532	-	-	89,532
Small growth	1,707,428	-	-	1,707,428
Intermediate bond fund	2,099,577	-	-	2,099,577
Target date funds	1,248,824	-	-	1,248,824
Total assets in fair value hierarchy	21,869,982	$ -	$ -	21,869,982
Common collective trusts measured at net asset value				3,513,310
Total investments at fair value				$ 25,383,292

Assets at Fair Value as of December 31, 2015

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Large blend	$ 5,216,847	$ -	$ -	$ 5,216,847
Large value	3,310,561	-	-	3,310,561
Large growth	4,320,743	-	-	4,320,743
Mid blend	2,271,205	-	-	2,271,205
Mid growth	61,435	-	-	61,435
Small value	61,997	-	-	61,997
Small growth	1,639,471	-	-	1,639,471
Intermediate bond fund	1,677,713	-	-	1,677,713
Target date funds	1,107,158	-	-	1,107,158
Total assets in fair value hierarchy	$ 19,667,130	$ -	$ -	19,667,130
Common collective trusts measured at net asset value				3,081,253
Total investments at fair value				$ 22,748,383

Note 5. Fair Value of Investments in Certain Entities that Calculate Net Asset Value per Share

The following table sets forth the Plan's investments whose fair value is estimated using NAV per share (or its equivalent) as a practical expedient as of December 31, 2016 and 2015:

	2016			
Investment	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Morley Stable Value Fund	$ 3,513,310	-	Daily	None

	2015			
Investment	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
Morley Stable Value Fund	$ 3,081,253	-	Daily	None

This category includes a stable value collective fund whose objective is to provide a diversified group of investments offering competitive levels of yield consistent with stable fixed-income methodology and the careful and prudent assumptions of investment risk providing for preservation of capital, stability and predictability of returns, liquidity to pay Plan benefits and high credit quality. The fund seeks to achieve this objective by investing in conventional, synthetic and separate account investment contracts (collectively, "contracts") issued by life insurance companies, banks and other financial institutions.

Characteristics of these contracts allow for their principal value to remain stable regardless of the volatility of the financial markets. For liquidity purposes, the fund may have all or a portion of its assets invested in high-quality money market instruments, investment companies and a collective investment trust that meet the investment objectives. Investments in this category can be redeemed daily at the current NAV per share based on the fair value of the underlying assets. The fair value of investments in this category has been estimated using the NAV per share of the underlying investments.

Note 6. Information Certified by the Trustee

The Plan has elected the method of annual compliance reporting permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The assets of the Plan are held by the trustee. Based on information provided and certified by the trustees, there are no fixed income obligations, leases, or debt instruments in default or deemed uncollectible, as defined by ERISA, for the years ended December 31, 2016 and 2015.

Note 6. Information Certified by the Trustee (continued)

The trustees have certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

As of December 31:	2016	2015
Investments, at fair value:		
Mutual funds	$ 21,869,982	$ 19,667,130
Common collective trust	3,513,310	3,081,253
	$ 25,383,292	$ 22,748,383
Cash	$ 275,798	$ 17,747
Notes receivable from participants	$ 895,968	$ 869,644

For the Year Ended December 31, 2016

Net appreciation in fair value of investments	$ 1,193,382
Dividend income	702,090
Interest income on notes receivable from participants	27,574

Note 7. Plan Termination

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note 8. Tax Status

The Plan obtained its latest advisory opinion letter on March 31, 2014 in which the IRS stated that the basic Plan document, as then designed, was in compliance with the applicable requirements of the IRC. The Plan is required to operate in conformity with the applicable provisions of the IRC to maintain its tax-qualified status. The Plan has been amended since receiving the opinion letter. However, the Sponsor believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes the Plan is qualified and the related trust is tax-exempt.

Note 8. Tax Status (continued)

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or the Department of Labor. The Sponsor has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016 and 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Furthermore, there are no tax related interest or penalties included in the financial statements presented.

Note 9. Parties-in-Interest

As of December 31, 2016 and 2015, there were transactions involving the investment of Plan assets in investment funds maintained by the trustees, which qualify as party-in-interest transactions.

In addition, certain participants borrowed from the Plan. As of December 31, 2016 and 2015, the outstanding notes of the Plan participants were $895,968 and $869,644, respectively. Participants are a party-in-interest to the Plan and these loans and the related interest income were exempt party-in-interest transactions pursuant to Section 408(b)(1) of ERISA.

Note 10. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks, and domestic and global market conditions. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could significantly affect participants' account balances and the amounts reported in the December 31, 2016 Statement of Net Assets Available for Benefits. The Plan is exposed to credit loss in the event of non-performance by the companies with who guaranteed investment contracts are placed. However, the Sponsor does not anticipate non-performance by these companies and believes that the risk to Plan assets from credit loss is not material due to the diversified nature of the assets held.

Note 11. Subsequent Events

Plan management has evaluated subsequent events through August 7, 2017 which is the date these financial statements were available to be issued.

Note 12. Reconciliation of Plan Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2016 and 2015, to Form 5500:

	2016	2015
Net assets available for benefits per financial statemen	$ 26,885,657	$ 23,821,971
Amounts allocated to withdrawing participants	(304,565)	-
Net assets available for benefits per the Form 5500	$ 26,581,092	$ 23,821,971

The following is a reconciliation of benefits paid to participants per the financial statements for the year ended December 31, 2016 to Form 5500:

Benefits paid to participants per financial statements	$ 471,976
Add: Amounts allocated to withdrawing participants at December 31, 2016	304,565
Less: Amounts allocated to withdrawing participants at December 31, 2015	-
Benefits paid to participants per Form 5500	$ 776,541

Amounts allocated to withdrawing participants are recorded on the Form 5500 for benefits claims that have been processed and approved for payment prior to year end, but not yet paid as of that date.

PEPSI-COLA NEWBURGH BOTTLING CO., INC. 401(K) PROFIT SHARING PLAN FOR EMPLOYEES OF PEPSI-COLA OF THE HUDSON VALLEY AND PEPSI-COLA BRISTOL FACILITIES

SUPPLEMENTARY INFORMATION

SCHEDULE OF ASSETS HELD AT END OF YEAR

DECEMBER 31, 2016

Plan Name:	Pepsi-Cola Newburgh Bottling Co., Inc. 401(k) Profit Sharing Plan for Employees of Pepsi-Cola of the Hudson Valley and Pepsi-Cola Bristol Facilities	Plan Number: 005

Plan Year:	01/01/2016 to 12/31/2016	EIN: 14-1263911

Schedule H, Line 4i - Schedule of Assets (Held at Year End)

	(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity date	(d) Cost	(e) Current Value
		Cash			
*		Merrill Lynch	Bank Deposit Program	**	$ 275,798
		Mutual funds			
		American Funds	Balanced Fund (108,485.8277 shares)	**	$ 2,678,515
		Franklin Managed Trust	Mutual Quest Fund (73,757.1773 shares)	**	1,129,960
		Franklin Managed Trust	Rising Dividends Fund (47,708.5118 shares)	**	2,510,899
		Invesco	Diversified Dividend Fund (141,646.0738 shares)	**	2,733,769
		Janus	Triton Fund (73,123.2573 shares)	**	1,707,428
		JP Morgan Trust	JP Morgan Smart Retirement Fund (278.7129 shares)	**	4,839
		JP Morgan Trust	JP Morgan Smart Retirement 2020 Fund (8,058.0725 shares)	**	145,529
		JP Morgan Trust	JP Morgan Smart Retirement 2030 Fund (20,177.7358 shares)	**	378,534
		JP Morgan Trust	JP Morgan Smart Retirement 2040 Fund (18,297.7188 shares)	**	352,780
		JP Morgan Trust	JP Morgan Smart Retirement 2050 Fund (20,139.5126 shares)	**	367,144
		Lazard	International Strategic Equity Portfolio (207,389.3117 shares)	**	2,602,736
		MFS	Growth Stock Fund (73,027.3440 shares)	**	1,686,201
		Pioneer	Bond Fund (218,251.2725 shares)	**	2,099,577
		Blackrock	S&P 500 Stock Fund (3,178.9301 shares)	**	848,901
		Victory Funds	Integrity Small Cap (2,382.4376 shares)	**	89,532
		Wells Fargo Advantage	Discovery (2,376.2692 shares)	**	71,241
		Wells Fargo Advantage	Special Mid Cap Value Fund (70,014.1399 shares)	**	2,462,397
					21,869,982
		Common collective trust			
		Gartmore Morley	Stable Value Fund(137,939.1257 shares)	**	3,513,310
			Total investments, at fair value		$ 25,383,292
*		Participant loans	3.25% - 4.25% maturities through 2021		$ 895,968

* *Denotes a party-in-interest*

** *Cost omitted for participant directed investments*

See independent auditors' report

SCHEDULE H (Form 5500)	Financial Information	OMB No. 1210-0110
Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ **File as an attachment to Form 5500.**	**2016** **This Form is Open to Public Inspection**

For calendar plan year 2016 or fiscal plan year beginning and ending

A Name of plan	**B** Three-digit plan number (PN) ▶
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f		
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l		

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)		
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified **(2)** ☐ Qualified **(3)** ☐ Disclaimer **(4)** ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **(2)** EIN:

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. **(2)** ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a			
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b			

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**			
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**			
e	Was this plan covered by a fidelity bond?	**4e**			
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**			
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**			
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**			
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**			
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**			
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**			
l	Has the plan failed to provide any benefit when due under the plan?	**4l**			
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	**4o**			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☐ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? **.....** ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

Attachment to 2016 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Pepsi-Cola Newburgh Bottling Co., Inc. 401(k) Profit Sharing Plan **EIN:** 14-1263911
Plan Sponsor's Name Pepsi-Cola Newburgh Bottling Co., Inc. **PN:** 005

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	MERRILL LYNCH BANK DEPOSIT PROGRAM	CERT OF DEPOSIT / BANK DEPOSIT	275,271	275,271
	MORLEY STABLE VALUE FUND 40	COMMON / COLLECTIVE TRUSTS	3,420,445	3,513,310
	JANUS TRITON FUND CL A	MUTUAL FUNDS	1,670,906	1,707,428
	INVESCO DIVERSIFIED DIV FD CLA	MUTUAL FUNDS	2,356,169	2,733,769
	AMERICAN BALANCED FD CL R3	MUTUAL FUNDS	2,564,497	2,678,515
	LAZARD INTL STRATEGIC CL OPEN	MUTUAL FUNDS	2,911,596	2,602,736
	JP MORGAN SMTRTIREMENT	MUTUAL FUNDS	4,807	4,838

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Plan Name Pepsi-Cola Newburgh Bottling Co., Inc. 401(k) Profit Sharing Plan **EIN:** 14-1263911
Plan Sponsor's Name Pepsi-Cola Newburgh Bottling Co., Inc. **PN:** 005

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	JP MORGAN SMRTRET 2020 A	MUTUAL FUNDS	142,831	145,529
	JP MORGAN SMRTRET 2030 A	MUTUAL FUNDS	370,442	378,534
	JP MORGAN SMRTRET 2040 A	MUTUAL FUNDS	357,743	352,780
	JP MORGAN SMRTRET 2050 A	MUTUAL FUNDS	360,881	367,143
	WELLS FARGO DISCOVERY FUND A	MUTUAL FUNDS	70,465	71,241
	WELLS FARGO SPECIAL MID CAP A	MUTUAL FUNDS	2,194,065	2,462,397
	BLACKROCK S&P 500 INDEX INSTL	MUTUAL FUNDS	790,370	848,901

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Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Pepsi-Cola Newburgh Bottling Co., Inc. 401(k) Profit Sharing Plan **EIN:** 14-1263911
Plan Sponsor's Name Pepsi-Cola Newburgh Bottling Co., Inc. **PN:** 005

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	VICTORY INTEGRITY SMALL CAP A	MUTUAL FUNDS	77,779	89,532
	FRANKLIN MUTUAL QUEST FD A	MUTUAL FUNDS	1,276,490	1,129,960
	FRANKLIN RISING DIVIDENDS CL A	MUTUAL FUNDS	2,285,497	2,510,899
	MFS MA INVEST GROWTH STK FD A	MUTUAL FUNDS	1,635,210	1,686,201
	PIONEER BOND FUND	MUTUAL FUNDS	2,137,978	2,099,577
	LOAN FUND	LOANS	895,968	895,968
	PENDING SETTLEMENT FUND	PENDING SETTLEMENT FUNDS	525	525

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Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name Pepsi-Cola Newburgh Bottling Co., Inc. 401(k) Profit Sharing Plan **EIN:** 14-1263911
Plan Sponsor's Name Pepsi-Cola Newburgh Bottling Co., Inc. **PN:** 005

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	Accrued Income	Accrued Income	1	1