

COCA COLA BOTTLING CO CONSOLIDATED /DE/

Form 10-Q

November 14, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the quarterly period ended October 2, 2011

Commission File Number 0-9286

**COCA-COLA BOTTLING CO. CONSOLIDATED**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or  
organization)

**56-0950585**

(I.R.S. Employer Identification No.)

**4100 Coca-Cola Plaza, Charlotte, North Carolina 28211**

(Address of principal executive offices) (Zip Code)

**(704) 557-4400**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐  
(Do not check if a smaller  
reporting company)

Smaller reporting  
company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| Class                                  | Outstanding at October 31, 2011 |
|----------------------------------------|---------------------------------|
| Common Stock, \$1.00 Par Value         | 7,141,447                       |
| Class B Common Stock, \$1.00 Par Value | 2,066,522                       |

**COCA-COLA BOTTLING CO. CONSOLIDATED  
QUARTERLY REPORT ON FORM 10-Q  
FOR THE QUARTERLY PERIOD ENDED OCTOBER 2, 2011  
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## PART I FINANCIAL INFORMATION

**Item 1. Financial Statements.**

Coca-Cola Bottling Co. Consolidated

**CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)**

In Thousands (Except Per Share Data)

|                                                                                                              | Third Quarter   |                  | First Nine Months |                  |
|--------------------------------------------------------------------------------------------------------------|-----------------|------------------|-------------------|------------------|
|                                                                                                              | 2011            | 2010             | 2011              | 2010             |
| Net sales                                                                                                    | \$ 405,858      | \$ 395,364       | \$ 1,188,380      | \$ 1,160,223     |
| Cost of sales                                                                                                | 243,142         | 222,247          | 710,930           | 672,395          |
| Gross margin                                                                                                 | 162,716         | 173,117          | 477,450           | 487,828          |
| Selling, delivery and administrative expenses                                                                | 137,752         | 139,455          | 404,887           | 406,689          |
| <b>Income from operations</b>                                                                                | 24,964          | 33,662           | 72,563            | 81,139           |
| Interest expense, net                                                                                        | 9,087           | 8,841            | 26,898            | 26,453           |
| Income before income taxes                                                                                   | 15,877          | 24,821           | 45,665            | 54,686           |
| Income tax expense                                                                                           | 4,892           | 7,610            | 16,227            | 18,936           |
| <b>Net income</b>                                                                                            | 10,985          | 17,211           | 29,438            | 35,750           |
| Less: Net income attributable to the noncontrolling interest                                                 | 1,217           | 1,678            | 2,656             | 3,514            |
| <b>Net income attributable to Coca-Cola Bottling Co. Consolidated</b>                                        | <b>\$ 9,768</b> | <b>\$ 15,533</b> | <b>\$ 26,782</b>  | <b>\$ 32,236</b> |
| <b>Basic net income per share based on net income attributable to Coca-Cola Bottling Co. Consolidated:</b>   |                 |                  |                   |                  |
| Common Stock                                                                                                 | \$ 1.06         | \$ 1.69          | \$ 2.91           | \$ 3.51          |
| Weighted average number of Common Stock shares outstanding                                                   | 7,141           | 7,141            | 7,141             | 7,141            |
| Class B Common Stock                                                                                         | \$ 1.06         | \$ 1.69          | \$ 2.91           | \$ 3.51          |
| Weighted average number of Class B Common Stock shares outstanding                                           | 2,067           | 2,044            | 2,061             | 2,039            |
| <b>Diluted net income per share based on net income attributable to Coca-Cola Bottling Co. Consolidated:</b> |                 |                  |                   |                  |
| Common Stock                                                                                                 | \$ 1.06         | \$ 1.68          | \$ 2.90           | \$ 3.50          |
| Weighted average number of Common Stock shares outstanding assuming dilution                                 | 9,248           | 9,225            | 9,242             | 9,220            |

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|                                                                                         |    |       |    |       |    |       |    |       |
|-----------------------------------------------------------------------------------------|----|-------|----|-------|----|-------|----|-------|
| Class B Common Stock                                                                    | \$ | 1.05  | \$ | 1.68  | \$ | 2.89  | \$ | 3.48  |
| Weighted average number of Class B Common<br>Stock shares outstanding assuming dilution |    | 2,107 |    | 2,084 |    | 2,101 |    | 2,079 |
| <b>Cash dividends per share:</b>                                                        |    |       |    |       |    |       |    |       |
| Common Stock                                                                            | \$ | .25   | \$ | .25   | \$ | .75   | \$ | .75   |
| Class B Common Stock                                                                    | \$ | .25   | \$ | .25   | \$ | .75   | \$ | .75   |

See Accompanying Notes to Consolidated Financial Statements.

Coca-Cola Bottling Co. Consolidated  
CONSOLIDATED BALANCE SHEETS (UNAUDITED)  
In Thousands (Except Share Data)

|                                                                                                                   | Oct. 2,<br>2011  | Jan. 2,<br>2011  | Oct. 3,<br>2010  |
|-------------------------------------------------------------------------------------------------------------------|------------------|------------------|------------------|
| <b><u>ASSETS</u></b>                                                                                              |                  |                  |                  |
| <b><u>Current Assets:</u></b>                                                                                     |                  |                  |                  |
| Cash and cash equivalents                                                                                         | \$ 68,549        | \$ 45,872        | \$ 30,424        |
| Restricted cash                                                                                                   | 3,000            | 3,500            | 3,500            |
| Accounts receivable, trade, less allowance for doubtful accounts<br>of \$1,555, \$1,300 and \$1,261, respectively | 109,173          | 96,787           | 115,554          |
| Accounts receivable from The Coca-Cola Company                                                                    | 17,663           | 12,081           | 20,165           |
| Accounts receivable, other                                                                                        | 10,636           | 15,829           | 23,382           |
| Inventories                                                                                                       | 74,373           | 64,870           | 62,686           |
| Prepaid expenses and other current assets                                                                         | 20,800           | 25,760           | 31,817           |
| Total current assets                                                                                              | 304,194          | 264,699          | 287,528          |
| <br><b>Property, plant and equipment, net</b>                                                                     | <br>313,511      | <br>322,143      | <br>312,759      |
| <b>Leased property under capital leases, net</b>                                                                  | 61,294           | 46,856           | 48,029           |
| <b>Other assets</b>                                                                                               | 51,806           | 46,332           | 40,645           |
| <b>Franchise rights</b>                                                                                           | 520,672          | 520,672          | 520,672          |
| <b>Goodwill</b>                                                                                                   | 102,049          | 102,049          | 102,049          |
| <b>Other identifiable intangible assets, net</b>                                                                  | 4,542            | 4,871            | 4,983            |
| <br>Total                                                                                                         | <br>\$ 1,358,068 | <br>\$ 1,307,622 | <br>\$ 1,316,665 |

See Accompanying Notes to Consolidated Financial Statements.

Coca-Cola Bottling Co. Consolidated  
CONSOLIDATED BALANCE SHEETS (UNAUDITED)  
In Thousands (Except Share Data)

|                                                                | Oct. 2,<br>2011 | Jan. 2,<br>2011 | Oct. 3,<br>2010 |
|----------------------------------------------------------------|-----------------|-----------------|-----------------|
| <b><u>LIABILITIES AND EQUITY</u></b>                           |                 |                 |                 |
| <b><u>Current Liabilities:</u></b>                             |                 |                 |                 |
| Current portion of obligations under capital leases            | \$ 4,373        | \$ 3,866        | \$ 3,861        |
| Accounts payable, trade                                        | 34,518          | 41,878          | 38,377          |
| Accounts payable to The Coca-Cola Company                      | 37,240          | 25,058          | 43,394          |
| Other accrued liabilities                                      | 81,600          | 69,471          | 65,119          |
| Accrued compensation                                           | 23,883          | 30,944          | 26,385          |
| Accrued interest payable                                       | 12,717          | 5,523           | 10,056          |
| Total current liabilities                                      | 194,331         | 176,740         | 187,192         |
| Deferred income taxes                                          | 142,226         | 143,962         | 158,359         |
| Pension and postretirement benefit obligations                 | 106,546         | 114,163         | 81,021          |
| Other liabilities                                              | 111,736         | 109,882         | 108,417         |
| Obligations under capital leases                               | 70,645          | 55,395          | 56,386          |
| Long-term debt                                                 | 523,179         | 523,063         | 523,025         |
| Total liabilities                                              | 1,148,663       | 1,123,205       | 1,114,400       |
| <b>Commitments and Contingencies (Note 14)</b>                 |                 |                 |                 |
| <b><u>Equity:</u></b>                                          |                 |                 |                 |
| Common Stock, \$1.00 par value:                                |                 |                 |                 |
| Authorized 30,000,000 shares;                                  |                 |                 |                 |
| Issued 10,203,821 shares                                       | 10,204          | 10,204          | 10,204          |
| Class B Common Stock, \$1.00 par value:                        |                 |                 |                 |
| Authorized 10,000,000 shares;                                  |                 |                 |                 |
| Issued 2,694,636, 2,672,316 and 2,672,316 shares, respectively | 2,693           | 2,671           | 2,671           |
| Capital in excess of par value                                 | 106,140         | 104,835         | 104,758         |
| Retained earnings                                              | 154,753         | 134,872         | 133,347         |
| Accumulated other comprehensive loss                           | (62,309)        | (63,433)        | (43,779)        |
|                                                                | 211,481         | 189,149         | 207,201         |
| Less-Treasury stock, at cost:                                  |                 |                 |                 |
| Common 3,062,374 shares                                        | 60,845          | 60,845          | 60,845          |
| Class B Common 628,114 shares                                  | 409             | 409             | 409             |
| Total equity of Coca-Cola Bottling Co. Consolidated            | 150,227         | 127,895         | 145,947         |
| Noncontrolling interest                                        | 59,178          | 56,522          | 56,318          |
| Total equity                                                   | 209,405         | 184,417         | 202,265         |

|       |              |              |              |
|-------|--------------|--------------|--------------|
| Total | \$ 1,358,068 | \$ 1,307,622 | \$ 1,316,665 |
|-------|--------------|--------------|--------------|

See Accompanying Notes to Consolidated Financial Statements.

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Coca-Cola Bottling Co. Consolidated  
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (UNAUDITED)  
In Thousands (Except Share Data)

|                                                                        |           | Class<br>B<br>Common<br>Stock | Capital<br>in<br>Excess of<br>Par<br>Value | Accumulated<br>Retained<br>Earnings | Other<br>Comprehensive<br>Loss | Treasury<br>Stock | Total<br>Equity<br>of<br>CCBCC | Noncontrolling<br>Interest | Total<br>Equity |
|------------------------------------------------------------------------|-----------|-------------------------------|--------------------------------------------|-------------------------------------|--------------------------------|-------------------|--------------------------------|----------------------------|-----------------|
| Balance on Jan.<br>3, 2010                                             | \$ 10,204 | \$ 2,649                      | \$ 103,464                                 | \$ 107,995                          | \$ (46,767)                    | \$ (61,254)       | \$ 116,291                     | \$ 52,804                  | \$ 169,095      |
| <b>Comprehensive income:</b>                                           |           |                               |                                            |                                     |                                |                   |                                |                            |                 |
| Net income                                                             |           |                               |                                            | 32,236                              |                                |                   | 32,236                         | 3,514                      | 35,750          |
| Ownership share<br>of Southeastern<br>OCI                              |           |                               |                                            |                                     | 39                             |                   | 39                             |                            | 39              |
| Foreign currency<br>translation<br>adjustments, net<br>of tax          |           |                               |                                            |                                     | (7)                            |                   | (7)                            |                            | (7)             |
| Pension and<br>postretirement<br>benefit<br>adjustments, net<br>of tax |           |                               |                                            |                                     | 2,956                          |                   | 2,956                          |                            | 2,956           |
| <b>Total<br/>comprehensive<br/>income</b>                              |           |                               |                                            |                                     |                                |                   | 35,224                         | 3,514                      | 38,738          |
| Cash dividends<br>paid<br>Common (\$.75<br>per share)                  |           |                               |                                            | (5,356)                             |                                |                   | (5,356)                        |                            | (5,356)         |
| Class B Common<br>(\$.75 per share)                                    |           |                               |                                            | (1,528)                             |                                |                   | (1,528)                        |                            | (1,528)         |
| Issuance of<br>22,320 shares of<br>Class B Common<br>Stock             |           | 22                            | 1,294                                      |                                     |                                |                   | 1,316                          |                            | 1,316           |
| Balance on Oct.<br>3, 2010                                             | \$ 10,204 | \$ 2,671                      | \$ 104,758                                 | \$ 133,347                          | \$ (43,779)                    | \$ (61,254)       | \$ 145,947                     | \$ 56,318                  | \$ 202,265      |
| Balance on Jan.<br>2, 2011                                             | \$ 10,204 | \$ 2,671                      | \$ 104,835                                 | \$ 134,872                          | \$ (63,433)                    | \$ (61,254)       | \$ 127,895                     | \$ 56,522                  | \$ 184,417      |

**Comprehensive  
income:**

|                                                            |        |        |       |        |
|------------------------------------------------------------|--------|--------|-------|--------|
| Net income                                                 | 26,782 | 26,782 | 2,656 | 29,438 |
| Foreign currency translation adjustments, net of tax       | 1      | 1      |       | 1      |
| Pension and postretirement benefit adjustments, net of tax | 1,123  | 1,123  |       | 1,123  |

**Total  
comprehensive  
income**

|                                                   |         |         |       |         |
|---------------------------------------------------|---------|---------|-------|---------|
| Cash dividends paid                               |         | 27,906  | 2,656 | 30,562  |
| Common (\$.75 per share)                          | (5,356) | (5,356) |       | (5,356) |
| Class B Common (\$.75 per share)                  | (1,545) | (1,545) |       | (1,545) |
| Issuance of 22,320 shares of Class B Common Stock | 22      | 1,305   | 1,327 | 1,327   |

Balance on Oct.

|         |           |          |            |            |             |             |            |           |            |
|---------|-----------|----------|------------|------------|-------------|-------------|------------|-----------|------------|
| 2, 2011 | \$ 10,204 | \$ 2,693 | \$ 106,140 | \$ 154,753 | \$ (62,309) | \$ (61,254) | \$ 150,227 | \$ 59,178 | \$ 209,405 |
|---------|-----------|----------|------------|------------|-------------|-------------|------------|-----------|------------|

See Accompanying Notes to Consolidated Financial Statements.

Coca-Cola Bottling Co. Consolidated  
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)  
In Thousands

|                                                                                   | First Nine Months |           |
|-----------------------------------------------------------------------------------|-------------------|-----------|
|                                                                                   | 2011              | 2010      |
| <b><u>Cash Flows from Operating Activities</u></b>                                |                   |           |
| Net income                                                                        | \$ 29,438         | \$ 35,750 |
| Adjustments to reconcile net income to net cash provided by operating activities: |                   |           |
| Depreciation expense                                                              | 45,828            | 43,801    |
| Amortization of intangibles                                                       | 329               | 367       |
| Deferred income taxes                                                             | 348               | 2,188     |
| Loss on sale of property, plant and equipment                                     | 405               | 1,211     |
| Impairment/accelerated depreciation of property, plant and equipment              |                   | 787       |
| Net gain on property, plant and equipment damaged in flood                        |                   | (881)     |
| Amortization of debt costs                                                        | 1,744             | 1,760     |
| Amortization of deferred gain related to terminated interest rate agreements      | (915)             | (907)     |
| Stock compensation expense                                                        | 1,664             | 1,588     |
| Insurance proceeds received for flood damage                                      |                   | 1,450     |
| (Increase) decrease in current assets less current liabilities                    | 6,917             | (10,414)  |
| (Increase) decrease in other noncurrent assets                                    | (6,364)           | 4,434     |
| Decrease in other noncurrent liabilities                                          | (5,809)           | (5,368)   |
| Other                                                                             | 2                 | (13)      |
| Total adjustments                                                                 | 44,149            | 40,003    |
| Net cash provided by operating activities                                         | 73,587            | 75,753    |
| <b><u>Cash Flows from Investing Activities</u></b>                                |                   |           |
| Additions to property, plant and equipment                                        | (41,392)          | (40,640)  |
| Proceeds from the sale of property, plant and equipment                           | 552               | 1,373     |
| Decrease in restricted cash                                                       | 500               | 1,000     |
| Net cash used in investing activities                                             | (40,340)          | (38,267)  |
| <b><u>Cash Flows from Financing Activities</u></b>                                |                   |           |
| Repayments under revolving credit facility                                        |                   | (15,000)  |
| Cash dividends paid                                                               | (6,901)           | (6,884)   |
| Principal payments on capital lease obligations                                   | (2,875)           | (2,860)   |
| Debt issuance costs paid                                                          | (668)             |           |
| Other                                                                             | (126)             | (88)      |
| Net cash used in financing activities                                             | (10,570)          | (24,832)  |
| Net increase in cash                                                              | 22,677            | 12,654    |
| Cash at beginning of period                                                       | 45,872            | 17,770    |

|                       |           |           |
|-----------------------|-----------|-----------|
| Cash at end of period | \$ 68,549 | \$ 30,424 |
|-----------------------|-----------|-----------|

**Significant non-cash investing and financing activities:**

|                                                                 |          |          |
|-----------------------------------------------------------------|----------|----------|
| Issuance of Class B Common Stock in connection with stock award | \$ 1,327 | \$ 1,316 |
| Capital lease obligations incurred                              | 18,632   |          |

See Accompanying Notes to Consolidated Financial Statements.

Coca-Cola Bottling Co. Consolidated

Notes to Consolidated Financial Statements (Unaudited)

1. Significant Accounting Policies

The consolidated financial statements include the accounts of Coca-Cola Bottling Co. Consolidated and its majority-owned subsidiaries (the Company). All intercompany accounts and transactions have been eliminated.

The consolidated financial statements reflect all adjustments which, in the opinion of management, are necessary for a fair statement of the results for the interim periods presented. All such adjustments are of a normal, recurring nature.

The consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles (GAAP) for interim financial reporting and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all information and footnotes required by GAAP. The preparation of consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Certain prior year amounts have been reclassified to conform to current classifications.

The accounting policies followed in the presentation of interim financial results are consistent with those followed on an annual basis. These policies are presented in Note 1 to the consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended January 2, 2011 filed with the United States Securities and Exchange Commission.

**Revision of Prior Period Financial Statements**

In connection with the preparation of the consolidated financial statements for the second quarter of 2011, the Company identified an error in the treatment of accrued additions for property, plant and equipment in the Consolidated Statements of Cash Flows. This error affected the year-to-date Consolidated Statements of Cash Flows presented in each of the quarters of 2010, including the year-end consolidated financial statements for 2010, as well as the first quarter of 2011 and resulted in an understatement of net cash provided by operating activities and net cash used in investing activities for each of the impacted periods. In accordance with accounting guidance presented in ASC 250-10 (SEC Staff Accounting Bulletin No. 99, Materiality), the Company assessed the materiality of the error and concluded that the error was not material to any of the Company's previously issued financial statements taken as a whole. The Company will revise previously issued financial statements to correct the effect of this error. This revision did not affect the Company's Consolidated Statements of Operations or Consolidated Balance Sheets for any of these periods.

Coca-Cola Bottling Co. Consolidated  
Notes to Consolidated Financial Statements (Unaudited)

1. Significant Accounting Policies

The following tables present the effect of this correction on the Company's Consolidated Statements of Cash Flows for all periods affected:

|                                                                      | First Quarter Ended April 3, 2011 |            |               | Year Ended January 2, 2011    |            |               |
|----------------------------------------------------------------------|-----------------------------------|------------|---------------|-------------------------------|------------|---------------|
|                                                                      | (In Thousands)                    |            |               |                               |            |               |
|                                                                      | As<br>Previously<br>Reported      | Adjustment | As<br>Revised | As<br>Previously<br>Reported  | Adjustment | As<br>Revised |
| <u>Cash Flows from<br/>Operating Activities</u>                      |                                   |            |               |                               |            |               |
| (Increase) decrease in<br>current assets less current<br>liabilities | \$ (23,356)                       | \$ 10,433  | \$ (12,923)   | \$ (9,709)                    | \$ 11,629  | \$ 1,920      |
| Total adjustments                                                    | (9,549)                           | 10,433     | 884           | 58,585                        | 11,629     | 70,214        |
| Net cash provided by<br>(used in) operating<br>activities            | (3,080)                           | 10,433     | 7,353         | 98,127                        | 11,629     | 109,756       |
| <u>Cash Flows from<br/>Investing Activities</u>                      |                                   |            |               |                               |            |               |
| Additions to property,<br>plant and equipment                        | (9,069)                           | (10,433)   | (19,502)      | (46,169)                      | (11,629)   | (57,798)      |
| Net cash used in investing<br>activities                             | (9,047)                           | (10,433)   | (19,480)      | (41,988)                      | (11,629)   | (53,617)      |
|                                                                      |                                   |            |               |                               |            |               |
|                                                                      | First 9 Months Ended Oct. 3, 2010 |            |               | First Half Ended July 4, 2010 |            |               |
|                                                                      | (In Thousands)                    |            |               |                               |            |               |
|                                                                      | As<br>Previously<br>Reported      | Adjustment | As<br>Revised | As<br>Previously<br>Reported  | Adjustment | As<br>Revised |
| <u>Cash Flows from<br/>Operating Activities</u>                      |                                   |            |               |                               |            |               |
| Increase in current assets<br>less current liabilities               | \$ (22,043)                       | \$ 11,629  | \$ (10,414)   | \$ (30,623)                   | \$ 11,629  | \$ (18,994)   |
| Total adjustments                                                    | 28,374                            | 11,629     | 40,003        | (6,259)                       | 11,629     | 5,370         |
| Net cash provided by<br>operating activities                         | 64,124                            | 11,629     | 75,753        | 12,280                        | 11,629     | 23,909        |
| <u>Cash Flows from<br/>Investing Activities</u>                      |                                   |            |               |                               |            |               |
| Additions to property,<br>plant and equipment                        | (29,011)                          | (11,629)   | (40,640)      | (16,496)                      | (11,629)   | (28,125)      |
| Net cash used in investing<br>activities                             | (26,638)                          | (11,629)   | (38,267)      | (14,184)                      | (11,629)   | (25,813)      |

Coca-Cola Bottling Co. Consolidated  
Notes to Consolidated Financial Statements (Unaudited)  
1. Significant Accounting Policies

|                                                     | First Quarter Ended Apr. 4, 2010<br>(In Thousands) |            |               |
|-----------------------------------------------------|----------------------------------------------------|------------|---------------|
|                                                     | As<br>Previously<br>Reported                       | Adjustment | As<br>Revised |
| <u>Cash Flows from Operating Activities</u>         |                                                    |            |               |
| Increase in current assets less current liabilities | \$(19,321)                                         | \$ 11,629  | \$ (7,692)    |
| Total adjustments                                   | 583                                                | 11,629     | 12,212        |
| Net cash provided by operating activities           | 5,718                                              | 11,629     | 17,347        |
| <u>Cash Flows from Investing Activities</u>         |                                                    |            |               |
| Additions to property, plant and equipment          | (7,977)                                            | (11,629)   | (19,606)      |
| Net cash used in investing activities               | (6,915)                                            | (11,629)   | (18,544)      |

2. Seasonality of Business

Historically, operating results for the third quarter and the first nine months of the fiscal year have not been representative of results for the entire fiscal year. Business seasonality results primarily from higher unit sales of the Company's products in the second and third quarters versus the first and fourth quarters of the fiscal year. Fixed costs, such as depreciation expense, are not significantly impacted by business seasonality.

3. Piedmont Coca-Cola Bottling Partnership

On July 2, 1993, the Company and The Coca-Cola Company formed Piedmont Coca-Cola Bottling Partnership (Piedmont) to distribute and market nonalcoholic beverages primarily in portions of North Carolina and South Carolina. The Company provides a portion of the nonalcoholic beverage products to Piedmont at cost and receives a fee for managing the operations of Piedmont pursuant to a management agreement. These intercompany transactions are eliminated in the consolidated financial statements.

Noncontrolling interest as of October 2, 2011, January 2, 2011 and October 3, 2010 primarily represents the portion of Piedmont owned by The Coca-Cola Company. The Coca-Cola Company's interest in Piedmont was 22.7% for all periods presented.

Coca-Cola Bottling Co. Consolidated  
Notes to Consolidated Financial Statements (Unaudited)

4. Inventories

Inventories were summarized as follows:

| In Thousands                                          | Oct. 2,<br>2011 | Jan. 2,<br>2011 | Oct. 3,<br>2010 |
|-------------------------------------------------------|-----------------|-----------------|-----------------|
| Finished products                                     | \$43,828        | \$36,484        | \$36,149        |
| Manufacturing materials                               | 11,448          | 10,619          | 8,284           |
| Plastic shells, plastic pallets and other inventories | 19,097          | 17,767          | 18,253          |
| Total inventories                                     | \$74,373        | \$64,870        | \$62,686        |

5. Property, Plant and Equipment

The principal categories and estimated useful lives of property, plant and equipment were as follows:

| In Thousands                                    | Oct. 2,<br>2011 | Jan. 2,<br>2011 | Oct. 3,<br>2010 | Estimated<br>Useful<br>Lives |
|-------------------------------------------------|-----------------|-----------------|-----------------|------------------------------|
| Land                                            | \$ 12,707       | \$ 12,965       | \$ 12,966       | 10-50                        |
| Buildings                                       | 119,530         | 119,471         | 117,131         | years<br>5-20                |
| Machinery and equipment                         | 138,865         | 136,821         | 132,088         | years<br>4-17                |
| Transportation equipment                        | 154,611         | 147,960         | 151,215         | years<br>4-10                |
| Furniture and fixtures                          | 40,294          | 37,120          | 35,613          | years<br>6-15                |
| Cold drink dispensing equipment                 | 316,495         | 312,176         | 314,352         | years<br>5-20                |
| Leasehold and land improvements                 | 73,494          | 69,996          | 67,152          | years<br>3-10                |
| Software for internal use                       | 72,758          | 70,891          | 68,449          | years                        |
| Construction in progress                        | 2,468           | 8,733           | 2,944           |                              |
| Total property, plant and equipment, at cost    | 931,222         | 916,133         | 901,910         |                              |
| Less: Accumulated depreciation and amortization | 617,711         | 593,990         | 589,151         |                              |
| Property, plant and equipment, net              | \$313,511       | \$322,143       | \$312,759       |                              |

Depreciation and amortization expense was \$15.7 million and \$14.9 million in the third quarter of 2011 ( Q3 2011 ) and the third quarter of 2010 ( Q3 2010 ), respectively. Depreciation and amortization expense was \$45.8 million and \$44.2 million in the first nine months of 2011 ( YTD 2011 ) and the first nine months of 2010 ( YTD 2010 ), respectively. These amounts included amortization expense for leased property under capital leases.

During Q3 2010, the Company performed a review of property, plant and equipment for potential impairment of held-for-sale assets. As a result of this review, \$.4 million was recorded to impairment expense for four Company-owned sales distribution centers held-for-sale.

In Q3 2010, the Company also recorded accelerated depreciation of \$.4 million for property, plant and equipment which was scheduled to be replaced in the first quarter of 2011.

Coca-Cola Bottling Co. Consolidated  
Notes to Consolidated Financial Statements (Unaudited)

6. Leased Property Under Capital Leases

Leased property under capital leases was summarized as follows:

|                                           | Oct. 2,  | Jan. 2,  | Oct. 3,  | Estimated       |
|-------------------------------------------|----------|----------|----------|-----------------|
| In Thousands                              | 2011     | 2011     | 2010     | Useful<br>Lives |
| Leased property under capital leases      | \$95,509 | \$76,877 | \$76,877 | 3-20 years      |
| Less: Accumulated amortization            | 34,215   | 30,021   | 28,848   |                 |
| Leased property under capital leases, net | \$61,294 | \$46,856 | \$48,029 |                 |

As of October 2, 2011, real estate represented \$61.1 million of the leased property under capital leases and \$41.9 million of this real estate is leased from related parties as described in Note 19 to the consolidated financial statements.

In the first quarter of 2011, the Company entered into leases for two sales distribution centers. Each lease has a term of fifteen years with various monthly rental payments. The two leases added \$18.6 million, at inception, to the leased property under capital leases balance.

The Company's outstanding obligations for capital leases were \$75.0 million, \$59.2 million and \$60.2 million as of October 2, 2011, January 2, 2011 and October 3, 2010, respectively.

7. Franchise Rights and Goodwill

There was no change in the carrying amounts of franchise rights and goodwill in the periods presented. The Company performs its annual impairment test of franchise rights and goodwill as of the first day of the fourth quarter. During YTD 2011, the Company did not experience any triggering events or changes in circumstances that indicated the carrying amounts of the Company's franchise rights or goodwill exceeded fair values. As such, the Company has not recognized any impairments of franchise rights or goodwill.

8. Other Identifiable Intangible Assets

Other identifiable intangible assets were summarized as follows:

|                                           | Oct. 2, | Jan. 2, | Oct. 3, | Estimated       |
|-------------------------------------------|---------|---------|---------|-----------------|
| In Thousands                              | 2011    | 2011    | 2010    | Useful<br>Lives |
| Other identifiable intangible assets      | \$8,675 | \$8,675 | \$8,665 | 1-20 years      |
| Less: Accumulated amortization            | 4,133   | 3,804   | 3,682   |                 |
| Other identifiable intangible assets, net | \$4,542 | \$4,871 | \$4,983 |                 |

Other identifiable intangible assets primarily represent customer relationships and distribution rights.

Coca-Cola Bottling Co. Consolidated  
Notes to Consolidated Financial Statements (Unaudited)

9. Other Accrued Liabilities

Other accrued liabilities were summarized as follows:

| In Thousands                                                                         | Oct. 2,<br>2011 | Jan. 2,<br>2011 | Oct. 3,<br>2010 |
|--------------------------------------------------------------------------------------|-----------------|-----------------|-----------------|
| Accrued marketing costs                                                              | \$15,563        | \$15,894        | \$15,809        |
| Accrued insurance costs                                                              | 18,733          | 18,005          | 18,012          |
| Accrued taxes (other than income taxes)                                              | 2,590           | 2,023           | 2,830           |
| Accrued income taxes                                                                 | 9,000           | 4,839           |                 |
| Employee benefit plan accruals                                                       | 12,920          | 9,790           | 10,985          |
| Checks and transfers yet to be presented for payment from zero balance cash accounts | 16,071          | 8,532           | 9,795           |
| All other accrued liabilities                                                        | 6,723           | 10,388          | 7,688           |
| Total other accrued liabilities                                                      | \$81,600        | \$69,471        | \$65,119        |

10. Debt

Debt was summarized as follows:

| In Thousands                         | Maturity | Interest Rate | Interest Paid | Oct. 2,<br>2011 | Jan. 2,<br>2011 | Oct. 3,<br>2010 |
|--------------------------------------|----------|---------------|---------------|-----------------|-----------------|-----------------|
| Senior Notes                         | 2012     | 5.00%         | Semi-annually | \$150,000       | \$150,000       | \$150,000       |
| Senior Notes                         | 2015     | 5.30%         | Semi-annually | 100,000         | 100,000         | 100,000         |
| Senior Notes                         | 2016     | 5.00%         | Semi-annually | 164,757         | 164,757         | 164,757         |
| Senior Notes                         | 2019     | 7.00%         | Semi-annually | 110,000         | 110,000         | 110,000         |
| Unamortized discount on Senior Notes | 2019     |               |               | (1,578)         | (1,694)         | (1,732)         |
|                                      |          |               |               | 523,179         | 523,063         | 523,025         |
| Less: Current portion of debt        |          |               |               |                 |                 |                 |
| Long-term debt                       |          |               |               | \$523,179       | \$523,063       | \$523,025       |

Coca-Cola Bottling Co. Consolidated

Notes to Consolidated Financial Statements (Unaudited)

10. Debt

On September 21, 2011, the Company entered into a new \$200 million five-year unsecured revolving credit agreement ( "\$200 million facility" ). This replaced the existing \$200 million five-year unsecured revolving credit facility, dated March 8, 2007 scheduled to mature in March 2012. The new \$200 million facility has a scheduled maturity date of September 21, 2016. Borrowings under the agreement will bear interest at a floating base rate or a floating Eurodollar rate plus an interest rate spread, dependent on the Company's credit rating at the time of borrowing. The Company must pay an annual facility fee of .175% of the lenders' aggregate commitments under the facility. The \$200 million facility contains two financial covenants: a cash flow/fixed charges ratio and a funded indebtedness/cash flow ratio, each as defined in the credit agreement. The fixed charges coverage ratio requires the Company to maintain a consolidated cash flow to fixed charges ratio of 1.5 to 1.0 or higher. The operating cash flow ratio requires the Company to maintain a debt to operating cash flow ratio of 6.0 to 1.0 or lower. The Company is currently in compliance with these covenants. These covenants do not currently, and the Company does not anticipate they will, restrict its liquidity or capital resources. On October 2, 2011, January 2, 2011 and October 3, 2010, the Company had no outstanding borrowings on either \$200 million facility.

On February 10, 2010, the Company entered into an agreement for an uncommitted line of credit. Under this agreement, the Company may borrow up to a total of \$20 million for periods of 7 days, 30 days, 60 days or 90 days at the discretion of the participating bank. On October 2, 2011, January 2, 2011 and October 3, 2010, the Company had no outstanding borrowings under the uncommitted line of credit.

The Company had a weighted average interest rate of 5.8% for its debt and capital lease obligations as of October 2, 2011, January 2, 2011 and October 3, 2010. The Company's overall weighted average interest rate on its debt and capital lease obligations was 6.0% for YTD 2011 compared to 5.9% for YTD 2010. As of October 2, 2011, none of the Company's debt and capital lease obligations of \$598.2 million were subject to changes in short-term interest rates. The Company's public debt is not subject to financial covenants but does limit the incurrence of certain liens and encumbrances as well as the incurrence of indebtedness by the Company's subsidiaries in excess of certain amounts. All of the outstanding long-term debt has been issued by the Company with none being issued by any of the Company's subsidiaries. There are no guarantees of the Company's debt.

Coca-Cola Bottling Co. Consolidated

Notes to Consolidated Financial Statements (Unaudited)

11. Derivative Financial Instruments

**Interest**

The Company periodically uses interest rate hedging products to modify risk from interest rate fluctuations. The Company has historically altered its fixed/floating rate mix based upon anticipated cash flows from operations relative to the Company's debt level and the potential impact of changes in interest rates on the Company's overall financial condition. Sensitivity analyses are performed to review the impact on the Company's financial position and coverage of various interest rate movements. The Company does not use derivative financial instruments for trading purposes nor does it use leveraged financial instruments.

On September 18, 2008, the Company terminated six outstanding interest rate swap agreements with a notional amount of \$225 million receiving \$6.2 million in cash proceeds including \$1.1 million for previously accrued interest receivable. After accounting for the previously accrued interest receivable, the Company began amortizing a gain of \$5.1 million over the remaining term of the underlying debt. As of October 2, 2011, the remaining amount to be amortized was \$1.7 million. All of the Company's interest rate swap agreements were LIBOR-based.

During both YTD 2011 and YTD 2010, the Company amortized deferred gains related to terminated interest rate swap agreements and forward interest rate agreements of \$0.9 million which was recorded as a reduction to interest expense.

The Company had no interest rate swap agreements outstanding at October 2, 2011, January 2, 2011 and October 3, 2010.

**Commodities**

The Company is subject to the risk of loss arising from adverse changes in commodity prices. In the normal course of business, the Company manages these risks through a variety of strategies, including the use of derivative instruments. The Company does not use derivative instruments for trading or speculative purposes. All derivative instruments are recorded at fair value as either assets or liabilities in the Company's consolidated balance sheets. These derivative instruments are not designated as hedging instruments under GAAP and are used as economic hedges to manage commodity price risk. Currently, the Company has derivative instruments to hedge some or all of its projected diesel fuel, unleaded gasoline and aluminum purchase requirements. These derivative instruments are marked to market on a monthly basis and recognized in earnings consistent with the expense classification of the underlying hedged item. Settlements of derivative agreements are included in cash flows from operating activities on the Company's consolidated statements of cash flows.

The Company uses several different financial institutions for commodity derivative instruments to minimize the concentration of credit risk. While the Company is exposed to credit loss in the event of nonperformance by these counterparties, the Company does not anticipate nonperformance by these parties. The Company has master agreements with the counterparties to its derivative financial agreements that provide for net settlement of derivative transactions.

## Coca-Cola Bottling Co. Consolidated

## Notes to Consolidated Financial Statements (Unaudited)

## 11. Derivative Financial Instruments

The Company used derivative instruments to hedge substantially all of the Company's diesel fuel purchases for 2010 and is using derivative instruments to hedge all of the Company's projected diesel fuel and unleaded gasoline purchases for the second, third and fourth quarters of 2011. These derivative instruments relate to diesel fuel and unleaded gasoline used by the Company's delivery fleet and other vehicles. The Company used derivative instruments to hedge approximately 75% of the Company's aluminum purchase requirements in 2010 and is using derivative instruments to hedge approximately 75% of the Company's projected aluminum purchase requirements for 2011.

The following table summarizes Q3 2011 and Q3 2010 net gains and losses on the Company's fuel and aluminum derivative financial instruments and the classification, either as cost of sales or selling, delivery and administrative (S,D&A) expenses, of such net gains and losses in the consolidated statements of operations:

| In Thousands                                             | Classification of Gain<br>(Loss) | Third Quarter |          |
|----------------------------------------------------------|----------------------------------|---------------|----------|
|                                                          |                                  | 2011          | 2010     |
| Fuel hedges contract premium and contract settlement     | S,D&A expenses                   | \$ (235)      | \$ (213) |
| Fuel hedges mark-to-market adjustment                    | S,D&A expenses                   | 10            | 82       |
| Aluminum hedges contract premium and contract settlement | Cost of sales                    | 1,145         | 98       |
| Aluminum hedges mark-to-market adjustment                | Cost of sales                    | (1,849)       | 3,003    |
| Total Net Gain (Loss)                                    |                                  | \$ (929)      | \$2,970  |

The following table summarizes YTD 2011 and YTD 2010 net gains and losses on the Company's fuel and aluminum derivative financial instruments and the classification, either as cost of sales or S,D&A expenses, of such net gains and losses in the consolidated statements of operations:

| In Thousands                                             | Classification of<br>Gain (Loss) | First Nine Months |           |
|----------------------------------------------------------|----------------------------------|-------------------|-----------|
|                                                          |                                  | 2011              | 2010      |
| Fuel hedges contract premium and contract settlement     | S,D&A expenses                   | \$ (169)          | \$ (243)  |
| Fuel hedges mark-to-market adjustment                    | S,D&A expenses                   | (161)             | (1,274)   |
| Aluminum hedges contract premium and contract settlement | Cost of sales                    | 2,449             | 609       |
| Aluminum hedges mark-to-market adjustment                | Cost of sales                    | (4,065)           | (3,210)   |
| Total Net Gain (Loss)                                    |                                  | \$(1,946)         | \$(4,118) |

## Coca-Cola Bottling Co. Consolidated

## Notes to Consolidated Financial Statements (Unaudited)

## 11. Derivative Financial Instruments

The following table summarizes the fair values and classification in the consolidated balance sheets of derivative instruments held by the Company as of October 2, 2011, January 2, 2011 and October 3, 2010:

| In Thousands                                    | Balance Sheet Classification              | Oct. 2, 2011 | Jan. 2, 2011 | Oct. 3, 2010 |
|-------------------------------------------------|-------------------------------------------|--------------|--------------|--------------|
| Fuel hedges at fair market value                | Prepaid expenses and other current assets | \$ 10        | \$ 171       | \$ 343       |
| Unamortized cost of fuel hedging agreements     | Prepaid expenses and other current assets | 291          |              | 246          |
| Aluminum hedges at fair market value            | Prepaid expenses and other current assets | 2,601        | 6,666        | 5,660        |
| Unamortized cost of aluminum hedging agreements | Prepaid expenses and other current assets | 651          | 2,453        | 2,284        |
| Total                                           |                                           | \$3,553      | \$9,290      | \$8,533      |
| Aluminum hedges at fair market value            | Other assets                              | \$           | \$           | \$1,582      |
| Unamortized cost of aluminum hedging agreements | Other assets                              |              |              | 651          |
| Total                                           |                                           | \$           | \$           | \$2,233      |

The following table summarizes the Company's outstanding derivative agreements as of October 2, 2011:

| In Millions                 | Notional Amount | Latest Maturity |
|-----------------------------|-----------------|-----------------|
| Fuel hedging agreements     | \$7.0           | December 2011   |
| Aluminum hedging agreements | 7.0             | December 2011   |

## 12. Fair Value of Financial Instruments

The following methods and assumptions were used by the Company in estimating the fair values of its financial instruments:

**Cash and Cash Equivalents, Restricted Cash, Accounts Receivable and Accounts Payable**

The fair values of cash and cash equivalents, restricted cash, accounts receivable and accounts payable approximate carrying values due to the short maturity of these items.

**Public Debt Securities**

The fair values of the Company's public debt securities are based on estimated current market prices.

Coca-Cola Bottling Co. Consolidated  
Notes to Consolidated Financial Statements (Unaudited)  
12. Fair Value of Financial Instruments

**Non-Public Variable Rate Debt**

The carrying amounts of the Company's variable rate borrowings approximate their fair values.

**Deferred Compensation Plan Assets/Liabilities**

The fair values of deferred compensation plan assets and liabilities, which are held in mutual funds, are based upon the quoted market value of the securities held within the mutual funds.

**Derivative Financial Instruments**

The fair values for the Company's fuel hedging and aluminum hedging agreements are based on current settlement values. The fair values of the fuel hedging and aluminum hedging agreements at each balance sheet date represent the estimated amounts the Company would have received or paid upon termination of these agreements. Credit risk related to the derivative financial instruments is managed by requiring high standards for its counterparties and periodic settlements. The Company considers nonperformance risk in determining the fair value of derivative financial instruments.

The carrying amounts and fair values of the Company's debt, deferred compensation plan assets and liabilities, and derivative financial instruments were as follows:

| In Thousands                           | Oct. 2, 2011    |             | Jan. 2, 2011    |             | Oct. 3, 2010    |             |
|----------------------------------------|-----------------|-------------|-----------------|-------------|-----------------|-------------|
|                                        | Carrying Amount | Fair Value  | Carrying Amount | Fair Value  | Carrying Amount | Fair Value  |
| Public debt securities                 | \$(523,179)     | \$(573,941) | \$(523,063)     | \$(564,671) | \$(523,025)     | \$(580,380) |
| Deferred compensation plan assets      | 9,975           | 9,975       | 9,780           | 9,780       | 9,040           | 9,040       |
| Deferred compensation plan liabilities | (9,975)         | (9,975)     | (9,780)         | (9,780)     | (9,040)         | (9,040)     |
| Fuel hedging agreements                | 10              | 10          | 171             | 171         | 343             | 343         |
| Aluminum hedging agreements            | 2,601           | 2,601       | 6,666           | 6,666       | 7,242           | 7,242       |

The fair values of the fuel hedging and aluminum hedging agreements at October 2, 2011, January 2, 2011 and October 3, 2010 represented the estimated amount the Company would have received upon termination of these agreements.

GAAP requires that assets and liabilities carried at fair value be classified and disclosed in one of the following categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

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Notes to Consolidated Financial Statements (Unaudited)

12. Fair Value of Financial Instruments

The following table summarizes, by assets and liabilities, the valuation of the Company's deferred compensation plan, fuel hedging agreements and aluminum hedging agreements:

| In Thousands                           | Oct. 2, 2011 |         | Jan. 2, 2011 |         | Oct. 3, 2010 |         |
|----------------------------------------|--------------|---------|--------------|---------|--------------|---------|
|                                        | Level 1      | Level 2 | Level 1      | Level 2 | Level 1      | Level 2 |
| <b>Assets</b>                          |              |         |              |         |              |         |
| Deferred compensation plan assets      | \$9,975      |         | \$9,780      |         | \$9,040      |         |
| Fuel hedging agreements                |              | \$ 10   |              | \$ 171  |              | \$ 343  |
| Aluminum hedging agreements            |              | 2,601   |              | 6,666   |              | 7,242   |
| <b>Liabilities</b>                     |              |         |              |         |              |         |
| Deferred compensation plan liabilities | 9,975        |         | 9,780        |         | 9,040        |         |

The Company maintains a non-qualified deferred compensation plan for certain executives and other highly compensated employees. The investment assets are held in mutual funds. The fair value of the mutual funds is based on the quoted market value of the securities held within the funds (Level 1). The related deferred compensation liability represents the fair value of the investment assets.

The Company's fuel hedging agreements are based upon NYMEX rates that are observable and quoted periodically over the full term of the agreement and are considered Level 2 items.

The Company's aluminum hedging agreements are based upon LME rates that are observable and quoted periodically over the full term of the agreement and are considered Level 2 items.

The Company does not have Level 3 assets or liabilities. Also, there were no transfers of assets or liabilities between Level 1 and Level 2 for any of the periods presented.

13. Other Liabilities

Other liabilities were summarized as follows:

| In Thousands                         | Oct. 2,<br>2011 | Jan. 2,<br>2011 | Oct. 3,<br>2010 |
|--------------------------------------|-----------------|-----------------|-----------------|
| Accruals for executive benefit plans | \$ 93,955       | \$ 90,906       | \$ 89,322       |
| Other                                | 17,781          | 18,976          | 19,095          |
| Total other liabilities              | \$111,736       | \$109,882       | \$108,417       |

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Notes to Consolidated Financial Statements (Unaudited)

14. Commitments and Contingencies

The Company is a member of South Atlantic Canners, Inc. ( SAC ), a manufacturing cooperative from which it is obligated to purchase 17.5 million cases of finished product on an annual basis through May 2014. The Company is also a member of Southeastern Container ( Southeastern ), a plastic bottle manufacturing cooperative from which it is obligated to purchase at least 80% of its requirements of plastic bottles for certain designated territories. See Note 19 to the consolidated financial statements for additional information concerning SAC and Southeastern.

The Company guarantees a portion of SAC's and Southeastern's debt and lease obligations. The amounts guaranteed were \$35.2 million, \$29.0 million and \$35.7 million as of October 2, 2011, January 2, 2011 and October 3, 2010, respectively. The Company has not recorded any liability associated with these guarantees and holds no assets as collateral against these guarantees. The guarantees relate to the debt and lease obligations of SAC and Southeastern, which resulted primarily from the purchase of production equipment and facilities. These guarantees expire at various dates through 2021. The members of both cooperatives consist solely of Coca-Cola bottlers. The Company does not anticipate either of these cooperatives will fail to fulfill its commitments. The Company further believes each of these cooperatives has sufficient assets, including production equipment, facilities and working capital, and the ability to adjust selling prices of their products to adequately mitigate the risk of material loss from the Company's guarantees. In the event either of these cooperatives fails to fulfill its commitments under the related debt and lease obligations, the Company would be responsible for payments to the lenders up to the level of the guarantees. If these cooperatives had borrowed up to their borrowing capacity, the Company's maximum exposure under these guarantees on October 2, 2011 would have been \$25.2 million for SAC and \$25.3 million for Southeastern and the Company's maximum total exposure, including its equity investment, would have been \$32.0 million for SAC and \$43.2 million for Southeastern. The Company has been purchasing plastic bottles from Southeastern and finished products from SAC for more than ten years and has never had to pay against these guarantees.

The Company has an equity ownership in each of the entities in addition to the guarantees of certain indebtedness and records its investment in each under the equity method. As of October 2, 2011, SAC had total assets of \$42.2 million and total debt of \$19.2 million. SAC had total revenues for YTD 2011 of \$135.5 million. As of October 2, 2011, Southeastern had total assets of \$378.5 million and total debt of \$189.4 million. Southeastern had total revenue for YTD 2011 of \$529.0 million.

The Company has standby letters of credit, primarily related to its property and casualty insurance programs. On October 2, 2011, these letters of credit totaled \$20.8 million. The Company was required to maintain \$4.5 million of restricted cash for letters of credit beginning in the second quarter of 2009 which was reduced to \$3.5 million in the second quarter of 2010 and to \$3.0 million in the second quarter of 2011. As of October 2, 2011, the Company maintained \$3.0 million of restricted cash for these letters of credit.

The Company participates in long-term marketing contractual arrangements with certain prestige properties, athletic venues and other locations. The future payments related to these contractual arrangements as of October 2, 2011 amounted to \$23.2 million and expire at various dates through 2020.

## Coca-Cola Bottling Co. Consolidated

## Notes to Consolidated Financial Statements (Unaudited)

## 14. Commitments and Contingencies

During May 2010, Nashville, Tennessee experienced a severe rain storm which caused extensive flood damage in the area. The Company has a production/sales distribution facility located in the flooded area. Due to damage incurred during this flood, the Company recorded a loss of approximately \$.2 million on uninsured cold drink equipment. This loss was offset by gains of approximately \$1.1 million for the excess of insurance proceeds received as compared to the net book value of production equipment damaged as a result of the flood. In YTD 2010, the Company recorded a receivable of \$7.1 million for insured losses of which \$1.5 million had already been paid by the end of Q3 2010. All receivables were recorded for insured losses during fiscal year 2010 and were collected in 2010.

The Company is involved in various claims and legal proceedings which have arisen in the ordinary course of its business. Although it is difficult to predict the ultimate outcome of these claims and legal proceedings, management believes the ultimate disposition of these matters will not have a material adverse effect on the financial condition, cash flows or results of operations of the Company. No material amount of loss in excess of recorded amounts is believed to be reasonably possible as a result of these claims and legal proceedings.

The Company is subject to audit by tax authorities in jurisdictions where it conducts business. These audits may result in assessments that are subsequently resolved with the tax authorities or potentially through the courts. Management believes the Company has adequately provided for any assessments that are likely to result from these audits; however, final assessments, if any, could be different than the amounts recorded in the consolidated financial statements.

## 15. Income Taxes

The Company's effective tax rate, as calculated by dividing income tax expense by income before income taxes, for YTD 2011 and YTD 2010 was 35.5% and 34.6%, respectively. The Company's effective tax rate, as calculated by dividing income tax expense by the difference of income before income taxes minus net income attributable to the noncontrolling interest, for YTD 2011 and YTD 2010 was 37.7% and 37.0%, respectively.

The following table provides a reconciliation of the income tax expense at the statutory federal rate to actual income tax expense.

| In Thousands                                      | First Nine Months |          |
|---------------------------------------------------|-------------------|----------|
|                                                   | 2011              | 2010     |
| Statutory expense                                 | \$15,053          | \$17,910 |
| State income taxes, net of federal effect         | 1,875             | 2,165    |
| Manufacturing deduction benefit                   | (1,066)           | (1,791)  |
| Meals and entertainment                           | 619               | 774      |
| Adjustment for uncertain tax positions            | (393)             | (1,080)  |
| Tax law change related to Medicare Part D subsidy |                   | 464      |
| Other, net                                        | 139               | 494      |
| Income tax expense                                | \$16,227          | \$18,936 |

Coca-Cola Bottling Co. Consolidated

Notes to Consolidated Financial Statements (Unaudited)

15. Income Taxes

As of October 2, 2011, the Company had \$4.4 million of uncertain tax positions, including accrued interest, of which \$2.1 million would affect the Company's effective tax rate if recognized. The Company had \$4.8 million of uncertain tax positions as of January 2, 2011, including accrued interest, of which \$2.5 million would affect the Company's effective tax rate if recognized. The Company had \$4.5 million of uncertain tax positions as of October 3, 2010, including accrued interest, of which \$2.4 million would affect the Company's effective tax rate if recognized. While it is expected that the amount of uncertain tax positions may change in the next 12 months, the Company does not expect any change to have a significant impact on the consolidated financial statements.

The Company recognizes potential interest and penalties related to uncertain tax positions in income tax expense. As of October 2, 2011, January 2, 2011, and October 3, 2010, the Company had approximately \$.4 million of accrued interest related to uncertain tax positions. Income tax expense included interest expense of approximately \$.1 million in YTD 2011 and an interest credit of approximately \$.5 million in YTD 2010.

The Patient Protection and Affordable Care Act enacted on March 23, 2010 and the Health Care and Education Reconciliation Act of 2010 enacted on March 30, 2010 include provisions that will reduce the tax benefits available to employers that receive Medicare Part D subsidies. As a result, during the first quarter of 2010, the Company recorded tax expense totaling \$.5 million related to changes made to the tax deductibility of Medicare Part D subsidies.

In Q3 2010, the Company reduced its liability for uncertain tax positions by \$1.7 million. The net effect of the adjustment was a decrease to income tax expense. The reduction of the liability for uncertain tax positions was due mainly to the lapse of the applicable statute of limitations.

In Q3 2011, the Company reduced its liability for uncertain tax positions by \$.9 million. The net effect of the adjustment was a decrease to income tax expense. The reduction of the liability for uncertain tax positions was due mainly to the lapse of the applicable statute of limitations.

Various tax years from 1993 remain open to examination by taxing jurisdictions to which the Company is subject due to loss carryforwards.

The Company's income tax assets and liabilities are subject to adjustment in future periods based on the Company's ongoing evaluations of such assets and liabilities and new information that becomes available to the Company.

## Coca-Cola Bottling Co. Consolidated

## Notes to Consolidated Financial Statements (Unaudited)

## 16. Accumulated Other Comprehensive Loss

Accumulated other comprehensive loss is comprised of adjustments relative to the Company's pension and postretirement medical benefit plans, foreign currency translation adjustments required for a subsidiary of the Company that performs data analysis and provides consulting services outside the United States and the Company's share of Southeastern's other comprehensive loss.

A summary of accumulated other comprehensive loss for Q3 2011 and Q3 2010 is as follows:

| In Thousands                            | July 3,<br>2011 | Pre-tax<br>Activity | Tax<br>Effect | Oct. 2,<br>2011 |
|-----------------------------------------|-----------------|---------------------|---------------|-----------------|
| Net pension activity:                   |                 |                     |               |                 |
| Actuarial loss                          | \$(51,194)      | \$ 517              | \$(203)       | \$(50,880)      |
| Prior service costs                     | (38)            | 4                   | (2)           | (36)            |
| Net postretirement benefits activity:   |                 |                     |               |                 |
| Actuarial loss                          | (17,233)        | 530                 | (208)         | (16,911)        |
| Prior service costs                     | 5,772           | (429)               | 168           | 5,511           |
| Transition asset                        | 5               | (5)                 | 2             | 2               |
| Foreign currency translation adjustment | (1)             | 10                  | (4)           | 5               |
| Total                                   | \$(62,689)      | \$ 627              | \$(247)       | \$(62,309)      |

| In Thousands                            | July 4,<br>2010 | Pre-tax<br>Activity | Tax<br>Effect | Oct. 3,<br>2010 |
|-----------------------------------------|-----------------|---------------------|---------------|-----------------|
| Net pension activity:                   |                 |                     |               |                 |
| Actuarial loss                          | \$(38,809)      | \$1,365             | \$(535)       | \$(37,979)      |
| Prior service costs                     | (32)            | 4                   | (2)           | (30)            |
| Net postretirement benefits activity:   |                 |                     |               |                 |
| Actuarial loss                          | (12,592)        | 410                 | (161)         | (12,343)        |
| Prior service costs                     | 6,834           | (446)               | 175           | 6,563           |
| Transition asset                        | 18              | (6)                 | 2             | 14              |
| Ownership share of Southeastern OCI     | (19)            | 16                  | (7)           | (10)            |
| Foreign currency translation adjustment | 5               |                     | 1             | 6               |
| Total                                   | \$(44,595)      | \$1,343             | \$(527)       | \$(43,779)      |

## Coca-Cola Bottling Co. Consolidated

## Notes to Consolidated Financial Statements (Unaudited)

## 16. Accumulated Other Comprehensive Loss

A summary of accumulated other comprehensive loss for YTD 2011 and YTD 2010 follows:

| In Thousands                            | Jan. 2,<br>2011 | Pre-tax<br>Activity | Tax<br>Effect | Oct. 2,<br>2011 |
|-----------------------------------------|-----------------|---------------------|---------------|-----------------|
| Net pension activity:                   |                 |                     |               |                 |
| Actuarial loss                          | \$(51,822)      | \$ 1,553            | \$(611)       | \$(50,880)      |
| Prior service costs                     | (43)            | 12                  | (5)           | (36)            |
| Net postretirement benefits activity:   |                 |                     |               |                 |
| Actuarial loss                          | (17,875)        | 1,590               | (626)         | (16,911)        |
| Prior service costs                     | 6,292           | (1,287)             | 506           | 5,511           |
| Transition asset                        | 11              | (15)                | 6             | 2               |
| Foreign currency translation adjustment | 4               | 2                   | (1)           | 5               |
| Total                                   | \$(63,433)      | \$ 1,855            | \$(731)       | \$(62,309)      |

| In Thousands                            | Jan. 3,<br>2010 | Pre-tax<br>Activity | Tax<br>Effect | Oct. 3,<br>2010 |
|-----------------------------------------|-----------------|---------------------|---------------|-----------------|
| Net pension activity:                   |                 |                     |               |                 |
| Actuarial loss                          | \$(40,626)      | \$ 4,355            | \$(1,708)     | \$(37,979)      |
| Prior service costs                     | (37)            | 12                  | (5)           | (30)            |
| Net postretirement benefits activity:   |                 |                     |               |                 |
| Actuarial loss                          | (13,470)        | 1,092               | 35            | (12,343)        |
| Prior service costs                     | 7,376           | (1,338)             | 525           | 6,563           |
| Transition asset                        | 26              | (19)                | 7             | 14              |
| Ownership share of Southeastern OCI     | (49)            | 65                  | (26)          | (10)            |
| Foreign currency translation adjustment | 13              | (13)                | 6             | 6               |
| Total                                   | \$(46,767)      | \$ 4,154            | \$(1,166)     | \$(43,779)      |

## 17. Capital Transactions

The Company has two classes of common stock outstanding, Common Stock and Class B Common Stock. The Common Stock is traded on the NASDAQ Global Select Market<sup>sm</sup> under the symbol COKE. There is no established public trading market for the Class B Common Stock. Shares of the Class B Common Stock are convertible on a share-for-share basis into shares of Common Stock at any time at the option of the holders of Class B Common Stock. No cash dividend or dividend of property or stock other than stock of the Company, as specifically described in the Company's certificate of incorporation, may be declared and paid on the Class B Common Stock unless an equal or greater dividend is declared and paid on the Common Stock. During YTD 2011 and YTD 2010, dividends of \$.75 per share were declared and paid on both the Common Stock and Class B Common Stock.

Coca-Cola Bottling Co. Consolidated

Notes to Consolidated Financial Statements (Unaudited)

17. Capital Transactions

Each share of Common Stock is entitled to one vote per share and each share of Class B Common Stock is entitled to 20 votes per share at all meetings of stockholders. Except as otherwise required by law, holders of the Common Stock and Class B Common Stock vote together as a single class on all matters brought before the Company's stockholders. In the event of liquidation, there is no preference between the two classes of common stock.

On April 29, 2008, the stockholders of the Company approved a Performance Unit Award Agreement for J. Frank Harrison, III, the Company's Chairman of the Board of Directors and Chief Executive Officer, consisting of 400,000 performance units (Units). Each Unit represents the right to receive one share of the Company's Class B Common Stock, subject to certain terms and conditions. The Units vest in annual increments over a ten-year period starting in fiscal year 2009. The number of Units that vest each year equals the product of 40,000 multiplied by the overall goal achievement factor (not to exceed 100%) under the Company's Annual Bonus Plan.

Each annual 40,000 Unit tranche has an independent performance requirement as it is not established until the Company's Annual Bonus Plan targets are approved each year by the Company's Board of Directors. As a result, each 40,000 Unit tranche is considered to have its own service inception date, grant-date and requisite service period. The Company's Annual Bonus Plan targets, which establish the performance requirements for the Performance Unit Award Agreement, are approved by the Compensation Committee of the Board of Directors in the first quarter of each year. The Performance Unit Award Agreement does not entitle Mr. Harrison, III to participate in dividends or voting rights until each installment has vested and the shares are issued. Mr. Harrison, III may satisfy tax withholding requirements in whole or in part by requiring the Company to settle in cash such number of Units otherwise payable in Class B Common Stock to meet the maximum statutory tax withholding requirements.

On March 9, 2010, the Compensation Committee determined that 40,000 shares of the Company's Class B Common Stock should be issued pursuant to the Performance Unit Award Agreement to J. Frank Harrison, III, in connection with his services in 2009 as Chairman of the Board of Directors and Chief Executive Officer of the Company. As permitted under the terms of the Performance Unit Award Agreement, 17,680 of such shares were settled in cash to satisfy tax withholding obligations in connection with the vesting of the performance units.

On March 8, 2011, the Compensation Committee determined that 40,000 shares of the Company's Class B Common Stock should be issued pursuant to the Performance Unit Award Agreement to J. Frank Harrison, III, in connection with his services in 2010 as Chairman of the Board of Directors and Chief Executive Officer of the Company. As permitted under the terms of the Performance Unit Award Agreement, 17,680 of such shares were settled in cash to satisfy tax withholding obligations in connection with the vesting of the performance units.

Compensation expense for the Performance Unit Award Agreement recognized in YTD 2011 was \$1.7 million, which was based upon a share price of \$55.46 on September 30, 2011. Compensation expense recognized in YTD 2010 was \$1.6 million, which was based upon a share price of \$52.94 on October 1, 2010.

The increase in the total number of shares outstanding in YTD 2011 was due to the issuance of the 22,320 shares of Class B Common Stock related to the Performance Unit Award Agreement. The increase in the total number

Coca-Cola Bottling Co. Consolidated

Notes to Consolidated Financial Statements (Unaudited)

17. Capital Transactions

of shares outstanding in YTD 2010 was due to the issuance of 22,320 shares of Class B Common Stock related to the Performance Unit Award Agreement.

18. Benefit Plans

*Pension Plans*

Retirement benefits under the two Company-sponsored pension plans are based on the employee's length of service, average compensation over the five consecutive years that give the highest average compensation and average Social Security taxable wage base during the 35-year period before reaching Social Security retirement age. Contributions to the plans are based on the projected unit credit actuarial funding method and are limited to the amounts currently deductible for income tax purposes. On February 22, 2006, the Board of Directors of the Company approved an amendment to the principal Company-sponsored pension plan to cease further benefit accruals under the plan effective June 30, 2006.

The components of net periodic pension cost were as follows:

| In Thousands                       | Third Quarter |          | First Nine Months |          |
|------------------------------------|---------------|----------|-------------------|----------|
|                                    | 2011          | 2010     | 2011              | 2010     |
| Service cost                       | \$ 25         | \$ 20    | \$ 75             | \$ 58    |
| Interest cost                      | 3,085         | 2,864    | 9,255             | 8,578    |
| Expected return on plan assets     | (2,921)       | (2,894)  | (8,765)           | (8,630)  |
| Amortization of prior service cost | 4             | 4        | 12                | 12       |
| Recognized net actuarial loss      | 517           | 1,365    | 1,553             | 4,355    |
| Net periodic pension cost          | \$ 710        | \$ 1,359 | \$ 2,130          | \$ 4,373 |

The Company contributed \$7.8 million to its Company-sponsored pension plans during YTD 2011. The Company has made additional payments of \$1.6 million subsequent to the end of Q3 2011.

## Coca-Cola Bottling Co. Consolidated

## Notes to Consolidated Financial Statements (Unaudited)

## 18. Benefit Plans

*Postretirement Benefits*

The Company provides postretirement benefits for a portion of its current employees. The Company recognizes the cost of postretirement benefits, which consist principally of medical benefits, during employees' periods of active service. The Company does not pre-fund these benefits and has the right to modify or terminate certain of these benefits in the future.

The components of net periodic postretirement benefit cost were as follows:

| In Thousands                                     | Third Quarter |        | First Nine Months |          |
|--------------------------------------------------|---------------|--------|-------------------|----------|
|                                                  | 2011          | 2010   | 2011              | 2010     |
| Service cost                                     | \$ 243        | \$ 182 | \$ 727            | \$ 572   |
| Interest cost                                    | 707           | 634    | 2,123             | 1,886    |
| Amortization of unrecognized transitional assets | (5)           | (7)    | (15)              | (19)     |
| Recognized net actuarial loss                    | 530           | 410    | 1,590             | 1,092    |
| Amortization of prior service cost               | (429)         | (446)  | (1,287)           | (1,338)  |
| Net periodic postretirement benefit cost         | \$1,046       | \$ 773 | \$ 3,138          | \$ 2,193 |

*401(k) Savings Plan*

The Company provides a 401(k) Savings Plan for substantially all of the Company's full-time employees who are not part of collective bargaining agreements. The Company matched the first 3% of its employees' contributions for 2010 and 2011. The Company maintains the option to increase the matching contributions by an additional 2%, for a total of 5%, for the Company's employees based on the financial results. Based on the Company's financial results, the Company decided to increase the matching contributions for the additional 2% for the entire year of 2010. The Company made these additional payments for each quarter in 2010 in the following quarter concluding with the fourth quarter 2010 payment being made in the first quarter of 2011. The 2% matching contributions have been accrued during YTD 2011. The total cost, including the estimate for the additional 2% matching contributions, for this benefit in YTD 2011 and YTD 2010 was \$6.5 million and \$6.8 million, respectively.

*Multi-Employer Benefits*

The Company entered into a new agreement in the third quarter of 2008 after one of its collective bargaining contracts expired in July 2008. The new agreement allowed the Company to freeze its liability to Central States Southeast and Southwest Areas Pension Plan (Central States), a multi-employer defined benefit pension fund, while preserving the pension benefits previously earned by the employees. As a result of freezing the Company's liability to Central States, the Company recorded a charge of \$13.6 million in the second half of 2008. The Company paid \$3.0 million in the fourth quarter of 2008 to the Southern States Savings and Retirement Plan (Southern States) under the agreement to freeze the Central States liability. The remaining \$10.6 million was the present value amount, using a discount rate of 7% that will be paid to Central States over the next 20 years and was recorded in other liabilities. Including the \$3.0 million paid to Southern States in 2008, the Company has paid

## Coca-Cola Bottling Co. Consolidated

## Notes to Consolidated Financial Statements (Unaudited)

## 18. Benefit Plans

\$5.7 million from the fourth quarter of 2008 through Q3 2011 and will pay approximately \$1 million annually over the next 17 years.

## 19. Related Party Transactions

The Company's business consists primarily of the production, marketing and distribution of nonalcoholic beverages of The Coca-Cola Company, which is the sole owner of the secret formulas under which the primary components (either concentrate or syrup) of its beverage products are manufactured. As of October 2, 2011, The Coca-Cola Company had a 34.8% interest in the Company's total outstanding Common Stock, representing 5.1% of the total voting power of the Company's Common Stock and Class B Common Stock voting together as a single class. The Coca-Cola Company does not own any shares of the Company's Class B Common Stock.

The following table summarizes the significant transactions between the Company and The Coca-Cola Company:

| In Millions                                                                                                       | First Nine Months |         |
|-------------------------------------------------------------------------------------------------------------------|-------------------|---------|
|                                                                                                                   | 2011              | 2010    |
| Payments by the Company for concentrate, syrup, sweetener and other purchases                                     | \$315.2           | \$301.6 |
| Marketing funding support payments to the Company                                                                 | 36.2              | 33.8    |
| Payments by the Company net of marketing funding support                                                          | \$279.0           | \$267.8 |
| Payments by the Company for customer marketing programs                                                           | \$ 38.7           | \$ 38.6 |
| Payments by the Company for cold drink equipment parts                                                            | 6.9               | 6.4     |
| Fountain delivery and equipment repair fees paid to the Company                                                   | 8.5               | 7.7     |
| Presence marketing funding support provided by The Coca-Cola Company on the Company's behalf                      | 3.1               | 3.3     |
| Payments to the Company to facilitate the distribution of certain brands and packages to other Coca-Cola bottlers | 1.6               | 2.2     |

The Company has a production arrangement with Coca-Cola Refreshments USA Inc. to buy and sell finished products at cost. The Coca-Cola Company acquired Coca-Cola Enterprises Inc. ( CCE ) on October 2, 2010. In connection with the transaction, CCE changed its name to Coca-Cola Refreshments USA Inc. ( CCR ), and transferred its beverage operations outside of North America to an independent third party. As a result of the transaction, the North American operations of CCE are now included in CCR. References to CCR, refer to CCR and CCE as it existed prior to the acquisition by The Coca-Cola Company. Sales to CCR under this arrangement were \$42.2 million and \$37.6 million in YTD 2011 and YTD 2010, respectively. Purchases from CCR under this arrangement were \$18.0 million and \$19.4 million in YTD 2011 and YTD 2010, respectively. In addition, CCR began distributing one of the Company's own brands (Tum-E Yummies) in the first quarter of 2010. Total sales to CCR for this brand were \$12.9 million and \$10.5 million in YTD 2011 and YTD 2010, respectively.

Coca-Cola Bottling Co. Consolidated

Notes to Consolidated Financial Statements (Unaudited)

19. Related Party Transactions

Along with all other Coca-Cola bottlers in the United States, the Company is a member in Coca-Cola Bottlers Sales and Services Company, LLC ( CCBSS ), which was formed in 2003 for the purposes of facilitating various procurement functions and distributing certain specified beverage products of The Coca-Cola Company with the intention of enhancing the efficiency and competitiveness of the Coca-Cola bottling system in the United States. CCBSS negotiates the procurement for the majority of the Company's raw materials (excluding concentrate). The Company pays an administrative fee to CCBSS for its services. Administrative fees to CCBSS for its services were \$.3 million and \$.6 million in YTD 2011 and YTD 2010, respectively. Amounts due from CCBSS for rebates on raw materials were \$3.8 million, \$3.6 million and \$3.6 million as of October 2, 2011, January 2, 2011 and October 3, 2010, respectively. CCR is also a member of CCBSS.

The Company is a member of SAC, a manufacturing cooperative. SAC sells finished products to the Company and Piedmont at cost. Purchases from SAC by the Company and Piedmont for finished products were \$102.2 million and \$100.6 million in YTD 2011 and YTD 2010, respectively. The Company performs management services for SAC pursuant to a management agreement. Management fees earned from SAC were \$1.2 million and \$1.1 million in YTD 2011 and YTD 2010, respectively. The Company has also guaranteed a portion of debt for SAC. Such guarantee amounted to \$19.4 million as of October 2, 2011. The Company has not recorded any liability associated with this guarantee and holds no assets as collateral against this guarantee. The Company's equity investment in SAC was \$6.8 million, \$5.6 million and \$5.6 million as of October 2, 2011, January 2, 2011 and October 3, 2010, respectively.

The Company is a shareholder in two entities from which it purchases substantially all its requirements for plastic bottles. Net purchases from these entities were \$63.9 million in YTD 2011 and \$55.5 million in YTD 2010. In connection with its participation in Southeastern, the Company has guaranteed a portion of the entity's debt. Such guarantee amounted to \$15.8 million as of October 2, 2011. The Company has not recorded any liability associated with this guarantee and holds no assets as collateral against this guarantee. The Company's equity investment in one of these entities, Southeastern, was \$17.9 million, \$15.7 million and \$15.7 million as of October 2, 2011, January 2, 2011 and October 3, 2010, respectively.

The Company monitors its investments in cooperatives and would be required to write down its investment if an impairment is identified and the Company determined it to be other than temporary. No impairment of the Company's investments in cooperatives has been identified as of October 2, 2011 nor was there any impairment in 2010.

The Company leases from Harrison Limited Partnership One ( HLP ) the Snyder Production Center ( SPC ) and an adjacent sales facility, which are located in Charlotte, North Carolina. HLP is directly and indirectly owned by trusts of which J. Frank Harrison, III, Chairman of the Board of Directors and Chief Executive Officer of the Company, and Deborah H. Everhart, a director of the Company, are trustees and beneficiaries. Morgan H. Everett, a director of the Company, is a permissible, discretionary beneficiary of the trusts that directly or indirectly own HLP. The original lease was to expire on December 31, 2010. On March 23, 2009, the Company modified the lease agreement (new terms began on January 1, 2011) with HLP related to the SPC lease. The modified lease would not have changed the classification of the existing lease had it been in effect in the first quarter of 2002, when the capital lease was recorded, as the Company received a renewal option to extend the

## Coca-Cola Bottling Co. Consolidated

## Notes to Consolidated Financial Statements (Unaudited)

## 19. Related Party Transactions

term of the lease, which it expected to exercise. The modified lease did not extend the term of the existing lease (remaining lease term was reduced from approximately 22 years to approximately 12 years). Accordingly, the present value of the leased property under capital leases and capital lease obligations was adjusted by an amount equal to the difference between the future minimum lease payments under the modified lease agreement and the present value of the existing obligation on the modification date. The capital lease obligations and leased property under capital leases were both decreased by \$7.5 million in March 2009. The annual base rent the Company is obligated to pay under the modified lease is subject to an adjustment for an inflation factor. The prior lease annual base rent was subject to adjustment for an inflation factor and for increases or decreases in interest rates, using LIBOR as the measurement device. The principal balance outstanding under this capital lease as of October 2, 2011 was \$26.1 million. Rental payments related to this lease were \$2.5 million and \$2.4 million in YTD 2011 and YTD 2010, respectively.

The Company leases from Beacon Investment Corporation ( Beacon ) the Company's headquarters office facility and an adjacent office facility. The lease expires on December 31, 2021. Beacon's sole shareholder is J. Frank Harrison, III. The principal balance outstanding under this capital lease as of October 2, 2011 was \$27.6 million. Rental payments related to the lease were \$2.9 million in both YTD 2011 and YTD 2010.

## 20. Net Sales by Product Category

Net sales by product category were as follows:

| In Thousands                                    | Third Quarter |            | First Nine Months |             |
|-------------------------------------------------|---------------|------------|-------------------|-------------|
|                                                 | 2011          | 2010       | 2011              | 2010        |
| Bottle/can sales:                               |               |            |                   |             |
| Sparkling beverages (including energy products) | \$ 263,653    | \$ 259,824 | \$ 787,739        | \$ 783,531  |
| Still beverages                                 | 65,327        | 66,109     | 177,668           | 172,917     |
| Total bottle/can sales                          | 328,980       | 325,933    | 965,407           | 956,448     |
| Other sales:                                    |               |            |                   |             |
| Sales to other Coca-Cola bottlers               | 38,447        | 36,589     | 116,545           | 107,273     |
| Post-mix and other                              | 38,431        | 32,842     | 106,428           | 96,502      |
| Total other sales                               | 76,878        | 69,431     | 222,973           | 203,775     |
| Total net sales                                 | \$405,858     | \$395,364  | \$1,188,380       | \$1,160,223 |

Sparkling beverages are carbonated beverages and energy products while still beverages are noncarbonated beverages.

Coca-Cola Bottling Co. Consolidated  
Notes to Consolidated Financial Statements (Unaudited)

21. Net Income Per Share

The following table sets forth the computation of basic net income per share and diluted net income per share under the two-class method:

| In Thousands (Except Per Share Data)                                                               | Third Quarter |           | First Nine Months |           |
|----------------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-----------|
|                                                                                                    | 2011          | 2010      | 2011              | 2010      |
| <b>Numerator for basic and diluted net income per Common Stock and Class B Common Stock share:</b> |               |           |                   |           |
| Net income attributable to Coca-Cola Bottling Co. Consolidated                                     | \$ 9,768      | \$ 15,533 | \$ 26,782         | \$ 32,236 |
| Less dividends:                                                                                    |               |           |                   |           |
| Common Stock                                                                                       | 1,785         | 1,785     | 5,356             | 5,356     |
| Class B Common Stock                                                                               | 517           | 512       | 1,545             | 1,528     |
| Total undistributed earnings                                                                       | \$ 7,466      | \$ 13,236 | \$ 19,881         | \$ 25,352 |
| Common Stock undistributed earnings basic                                                          | \$ 5,790      | \$ 10,291 | \$ 15,428         | \$ 19,721 |
| Class B Common Stock undistributed earnings basic                                                  | 1,676         | 2,945     | 4,453             | 5,631     |
| Total undistributed earnings basic                                                                 | \$ 7,466      | \$ 13,236 | \$ 19,881         | \$ 25,352 |
| Common Stock undistributed earnings diluted                                                        | \$ 5,765      | \$ 10,246 | \$ 15,361         | \$ 19,635 |
| Class B Common Stock undistributed earnings diluted                                                | 1,701         | 2,990     | 4,520             | 5,717     |
| Total undistributed earnings diluted                                                               | \$ 7,466      | \$ 13,236 | \$ 19,881         | \$ 25,352 |
| <b>Numerator for basic net income per Common Stock share:</b>                                      |               |           |                   |           |
| Dividends on Common Stock                                                                          | \$ 1,785      | \$ 1,785  | \$ 5,356          | \$ 5,356  |
| Common Stock undistributed earnings basic                                                          | 5,790         | 10,291    | 15,428            | 19,721    |
| Numerator for basic net income per Common Stock share                                              | \$ 7,575      | \$ 12,076 | \$ 20,784         | \$ 25,077 |
| <b>Numerator for basic net income per Class B Common Stock share:</b>                              |               |           |                   |           |
| Dividends on Class B Common Stock                                                                  | \$ 517        | \$ 512    | \$ 1,545          | \$ 1,528  |
| Class B Common Stock undistributed earnings basic                                                  | 1,676         | 2,945     | 4,453             | 5,631     |
| Numerator for basic net income per Class B Common Stock share                                      | \$ 2,193      | \$ 3,457  | \$ 5,998          | \$ 7,159  |

Coca-Cola Bottling Co. Consolidated  
Notes to Consolidated Financial Statements (Unaudited)  
21. Net Income Per Share

| In Thousands (Except Per Share Data)                                    | Third Quarter |           | First Nine Months |           |
|-------------------------------------------------------------------------|---------------|-----------|-------------------|-----------|
|                                                                         | 2011          | 2010      | 2011              | 2010      |
| <b>Numerator for diluted net income per Common Stock share:</b>         |               |           |                   |           |
| Dividends on Common Stock                                               | \$ 1,785      | \$ 1,785  | \$ 5,356          | \$ 5,356  |
| Dividends on Class B Common Stock assumed converted to Common Stock     | 517           | 512       | 1,545             | 1,528     |
| Common Stock undistributed earnings diluted                             | 7,466         | 13,236    | 19,881            | 25,352    |
| Numerator for diluted net income per Common Stock share                 | \$ 9,768      | \$ 15,533 | \$ 26,782         | \$ 32,236 |
| <b>Numerator for diluted net income per Class B Common Stock share:</b> |               |           |                   |           |
| Dividends on Class B Common Stock                                       | \$ 517        | \$ 512    | \$ 1,545          | \$ 1,528  |
| Class B Common Stock undistributed earnings diluted                     | 1,701         | 2,990     | 4,520             | 5,717     |
| Numerator for diluted net income per Class B Common Stock share         | \$ 2,218      | \$ 3,502  | \$ 6,065          | \$ 7,245  |

Coca-Cola Bottling Co. Consolidated  
Notes to Consolidated Financial Statements (Unaudited)  
21. Net Income Per Share

| In Thousands (Except Per Share Data)                                                                                  | Third Quarter |         | First Nine Months |         |
|-----------------------------------------------------------------------------------------------------------------------|---------------|---------|-------------------|---------|
|                                                                                                                       | 2011          | 2010    | 2011              | 2010    |
| <b>Denominator for basic net income per Common Stock and Class B Common Stock share:</b>                              |               |         |                   |         |
| Common Stock weighted average shares outstanding basic                                                                | 7,141         | 7,141   | 7,141             | 7,141   |
| Class B Common Stock weighted average shares outstanding basic                                                        | 2,067         | 2,044   | 2,061             | 2,039   |
| <b>Denominator for diluted net income per Common Stock and Class B Common Stock share:</b>                            |               |         |                   |         |
| Common Stock weighted average shares outstanding diluted (assumes conversion of Class B Common Stock to Common Stock) | 9,248         | 9,225   | 9,242             | 9,220   |
| Class B Common Stock weighted average shares outstanding diluted                                                      | 2,107         | 2,084   | 2,101             | 2,079   |
| <b>Basic net income per share:</b>                                                                                    |               |         |                   |         |
| Common Stock                                                                                                          | \$ 1.06       | \$ 1.69 | \$ 2.91           | \$ 3.51 |
| Class B Common Stock                                                                                                  | \$ 1.06       | \$ 1.69 | \$ 2.91           | \$ 3.51 |
| <b>Diluted net income per share:</b>                                                                                  |               |         |                   |         |
| Common Stock                                                                                                          | \$ 1.06       | \$ 1.68 | \$ 2.90           | \$ 3.50 |
| Class B Common Stock                                                                                                  | \$ 1.05       | \$ 1.68 | \$ 2.89           | \$ 3.48 |

NOTES TO TABLE

- (1) For purposes of the diluted net income per share computation for Common Stock, all shares of Class B Common Stock are assumed to be converted; therefore, 100% of undistributed earnings is allocated to Common Stock.
- (2) For purposes of the diluted net income per share computation for Class B Common Stock, weighted average shares of Class B Common Stock are assumed to be outstanding for the entire period and not converted.
- (3) Denominator for diluted net income per share for Common Stock and Class B Common Stock includes the dilutive effect of shares relative to the Performance Unit Award.

Coca-Cola Bottling Co. Consolidated

Notes to Consolidated Financial Statements (Unaudited)

22. Risks and Uncertainties

Approximately 88% of the Company's YTD 2011 bottle/can volume to retail customers are products of The Coca-Cola Company, which is the sole supplier of these products or of the concentrates or syrups required to manufacture these products. The remaining 12% of the Company's YTD 2011 bottle/can volume to retail customers are products of other beverage companies and the Company. The Company has beverage agreements under which it has various requirements to meet. Failure to meet the requirements of these beverage agreements could result in the loss of distribution rights for the respective product.

The Coca-Cola Company acquired the North American operations of CCE in October of 2010. This transaction may cause uncertainty within the Coca-Cola bottler system or adversely impact the Company and the Company's business. At this time, however, it is unknown whether the transaction will have a material impact on the Company's business or financial results.

The Company's products are sold and distributed directly by its employees to retail stores and other outlets. During YTD 2011, approximately 68% of the Company's bottle/can volume to retail customers was sold for future consumption, while the remaining bottle/can volume to retail customers of approximately 32% was sold for immediate consumption. During YTD 2010, approximately 69% of the Company's bottle/can volume to retail customers was sold for future consumption, while the remaining bottle/can volume to retail customers of approximately 31% was sold for immediate consumption. The Company's largest customers, Wal-Mart Stores, Inc. and Food Lion, LLC, accounted for approximately 21% and 9%, respectively, of the Company's total bottle/can volume to retail customers in YTD 2011; and accounted for approximately 25% and 10%, respectively, of the Company's total bottle/can volume to retail customers in YTD 2010. Wal-Mart Stores, Inc. accounted for 15% and 17% of the Company's total net sales during YTD 2011 and YTD 2010, respectively.

The Company obtains all of its aluminum cans from two domestic suppliers. The Company currently obtains all of its plastic bottles from two domestic entities. See Note 14 and Note 19 to the consolidated financial statements for additional information.

The Company is exposed to price risk on such commodities as aluminum, corn and resin which affects the cost of raw materials used in the production of finished products. The Company both produces and procures these finished products. Examples of the raw materials affected are aluminum cans and plastic bottles used for packaging and high fructose corn syrup used as a product ingredient. Further, the Company is exposed to commodity price risk on crude oil which impacts the Company's cost of fuel used in the movement and delivery of the Company's products. The Company participates in commodity hedging and risk mitigation programs administered both by CCBSS and by the Company. In addition, there is no limit on the price The Coca-Cola Company and other beverage companies can charge for concentrate.

Certain liabilities of the Company are subject to risk due to changes in both long-term and short-term interest rates. These liabilities include floating rate debt, retirement benefit obligations and the Company's pension liability.

## Coca-Cola Bottling Co. Consolidated

## Notes to Consolidated Financial Statements (Unaudited)

## 22. Risks and Uncertainties

Approximately 7% of the Company's labor force is covered by collective bargaining agreements. One of these collective bargaining agreements covering approximately 2% of the Company's employees expired in April 2011 and the Company entered into a new agreement during the second quarter of 2011. One collective bargaining agreement covering approximately 4% of the Company's employees expired in July 2011 and the Company entered into a new agreement during Q3 2011. No other collective bargaining agreements will expire during the remainder of 2011.

## 23. Supplemental Disclosures of Cash Flow Information

As discussed in Note 1 of the consolidated financial statements, a revision was made to the 2010 comparative statements of cash flows to correct an immaterial error. This revision has been applied to the 2010 amounts in the table below.

Changes in current assets and current liabilities affecting cash flows were as follows:

| In Thousands                                                   | First Nine Months |            |
|----------------------------------------------------------------|-------------------|------------|
|                                                                | 2011              | 2010       |
| Accounts receivable, trade, net                                | \$(12,386)        | \$(22,827) |
| Accounts receivable from The Coca-Cola Company                 | (5,582)           | (16,056)   |
| Accounts receivable, other                                     | 5,193             | (4,972)    |
| Inventories                                                    | (9,503)           | (5,014)    |
| Prepaid expenses and other current assets                      | 5,017             | 3,128      |
| Accounts payable, trade                                        | 4,234             | 11,988     |
| Accounts payable to The Coca-Cola Company                      | 12,182            | 15,514     |
| Other accrued liabilities                                      | 7,966             | 3,141      |
| Accrued compensation                                           | (7,398)           | 149        |
| Accrued interest payable                                       | 7,194             | 4,535      |
| (Increase) decrease in current assets less current liabilities | \$ 6,917          | \$(10,414) |

**Non-cash activity**

Additions to property, plant and equipment of \$3.0 million and \$1.2 million have been accrued but not paid and are recorded in accounts payable, trade as of October 2, 2011 and October 3, 2010, respectively.

Additions to property, plant and equipment included \$1.5 million for a trade-in allowance on manufacturing equipment in YTD 2010.

Coca-Cola Bottling Co. Consolidated

Notes to Consolidated Financial Statements (Unaudited)

24. New Accounting Pronouncements

*Recently Adopted Pronouncements*

In January 2010, the Financial Accounting Standards Board ( FASB ) issued new guidance related to the disclosures about transfers into and out of Levels 1 and 2 fair value classifications and separate disclosures about purchases, sales, issuances and settlements relating to the Level 3 fair value classification. The new guidance also clarifies existing fair value disclosures about the level of disaggregation and about inputs and valuation techniques used to measure the fair value. The new guidance was effective for the Company in the first quarter of 2010 except for the requirement to provide the Level 3 activity of purchases, sales, issuances and settlements on a gross basis, which was effective for the Company in the first quarter of 2011. The Company's adoption of this new guidance did not have a material impact on the Company's consolidated financial statements.

*Recently Issued Pronouncements*

In June 2011, the FASB amended its guidance on the presentation of comprehensive income in financial statements to improve the comparability, consistency and transparency of financial reporting and to increase the prominence of items that are recorded in other comprehensive income. The new accounting guidance requires entities to report components of comprehensive income in either (1) a continuous statement of comprehensive income or (2) two separate but consecutive statements. The provisions of this new guidance are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The Company is currently evaluating the impact of adopting this guidance on the Company's consolidated financial statements.

In September 2011, the FASB issued new guidance which requires additional disclosures about an employer's participating in multi-employer pension plans. The new guidance is effective for annual periods ending after December 15, 2011. The Company is in the process of evaluating the impact of the new guidance, but does not expect it to have a material impact on the Company's consolidated financial statements.

In September 2011, the FASB issued new guidance relative to the test for goodwill impairment. The new guidance permits an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. The new guidance is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011 with early adoption permitted. The Company is in the process of evaluating the impact of the new guidance.

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

**Revision of Prior Period Financial Statements**

During the second quarter of 2011, Coca-Cola Bottling Co. Consolidated (the Company) identified an error in the treatment of accrued additions for property, plant and equipment in the Consolidated Statements of Cash Flows. The Company has revised prior period financial statements to correct this immaterial error. Refer to Note 1 Significant Accounting Policies – Revision of Prior Period Financial Statements for further details. This error affected the year-to-date Consolidated Statements of Cash Flows and Supplemental Disclosures of Cash Flow Information presented for each of the quarters of 2010, including the year-end consolidated financial statements for 2010, as well as the first quarter of 2011 and resulted in an understatement of net cash provided by operating activities and net cash used in investing activities for each of the impacted periods. This revision did not affect the Company's Consolidated Statements of Operations or Consolidated Balance Sheets for any of these periods. The discussion and analysis included herein is based on the financial results (and revised Consolidated Statements of Cash Flows) for the third quarter ended October 3, 2010 and the nine months ended October 3, 2010.

The following Management's Discussion and Analysis of Financial Condition and Results of Operations (M,D&A) should be read in conjunction with the Company's consolidated financial statements and the accompanying notes to the consolidated financial statements. M,D&A includes the following sections:

Our Business and the Nonalcoholic Beverage Industry – a general description of the Company's business and the nonalcoholic beverage industry.

Areas of Emphasis – a summary of the Company's key priorities.

Overview of Operations and Financial Condition – a summary of key information and trends concerning the financial results for the third quarter of 2011 (Q3 2011) and the first nine months of 2011 (YTD 2011) and changes from the third quarter of 2010 (Q3 2010) and the first nine months of 2010 (YTD 2010).

Discussion of Critical Accounting Policies, Estimates and New Accounting Pronouncements – a discussion of accounting policies that are most important to the portrayal of the Company's financial condition and results of operations and that require critical judgments and estimates and the expected impact of new accounting pronouncements.

Results of Operations – an analysis of the Company's results of operations for Q3 2011 and YTD 2011 compared to Q3 2010 and YTD 2010, respectively.

Financial Condition – an analysis of the Company's financial condition as of the end of Q3 2011 compared to year-end 2010 and the end of Q3 2010 as presented in the consolidated financial statements.

Liquidity and Capital Resources – an analysis of capital resources, cash sources and uses, investing activities, financing activities, off-balance sheet arrangements, aggregate contractual obligations and hedging activities.

Cautionary Information Regarding Forward-Looking Statements.

The consolidated financial statements include the consolidated operations of the Company and its majority-owned subsidiaries including Piedmont Coca-Cola Bottling Partnership (Piedmont). The noncontrolling interest primarily consists of The Coca-Cola Company's interest in Piedmont, which was 22.7% for all periods presented.

During May 2010, Nashville, Tennessee experienced a severe rain storm which caused extensive flood damage in the area. The Company has a production/sales distribution facility located in the flooded area. Due to damage incurred during this flood, the Company recorded a loss of approximately \$.2 million on uninsured cold drink equipment. This loss was offset by gains of approximately \$1.1 million for the excess of insurance proceeds

received as compared to the net book value of production equipment damaged as a result of the flood. In YTD 2010, the Company recorded a receivable of \$7.1 million for insured losses of which \$1.5 million had already been paid by the end of Q3 2010. All receivables were recorded for insured losses during fiscal year 2010 and were collected in 2010.

**Our Business and the Nonalcoholic Beverage Industry**

The Company produces, markets and distributes nonalcoholic beverages, primarily products of The Coca-Cola Company, which include some of the most recognized and popular beverage brands in the world. The Company is the largest independent bottler of products of The Coca-Cola Company in the United States, distributing these products in eleven states primarily in the Southeast. The Company also distributes several other beverage brands. These product offerings include both sparkling and still beverages. Sparkling beverages are carbonated beverages including energy products. Still beverages are noncarbonated beverages such as bottled water, tea, ready to drink coffee, enhanced water, juices and sports drinks. The Company had full year net sales of \$1.5 billion in 2010.

The nonalcoholic beverage market is highly competitive. The Company's competitors include bottlers and distributors of nationally and regionally advertised and marketed products and private label products. In each region in which the Company operates, between 85% and 95% of sparkling beverage sales in bottles, cans and other containers are accounted for by the Company and its principal competitors, which in each region includes the local bottler of Pepsi-Cola and, in some regions, the local bottler of Dr Pepper, Royal Crown and/or 7-Up products. The sparkling beverage category (including energy products) represents 82% of the Company's YTD 2011 bottle/can net sales.

The principal methods of competition in the nonalcoholic beverage industry are point-of-sale merchandising, new product introductions, new vending and dispensing equipment, packaging changes, pricing, price promotions, product quality, retail space management, customer service, frequency of distribution and advertising. The Company believes it is competitive in its territories with respect to each of these methods.

Historically, operating results for the third quarter and the first nine months of the fiscal year have not been representative of results for the entire fiscal year. Business seasonality results primarily from higher unit sales of the Company's products in the second and third quarters versus the first and fourth quarters of the fiscal year. Fixed costs, such as depreciation expense, are not significantly impacted by business seasonality.

The Company performs its annual impairment test of franchise rights and goodwill as of the first day of the fourth quarter. During YTD 2011, the Company did not experience any triggering events or changes in circumstances that indicated the carrying amounts of the Company's franchise rights or goodwill exceeded fair values. As such, the Company has not recognized any impairments of franchise rights or goodwill.

The Coca-Cola Company acquired Coca-Cola Enterprises Inc. ( CCE ) on October 2, 2010. In connection with the transaction, CCE changed its name to Coca-Cola Refreshments USA, Inc. ( CCR ), and transferred its beverage operations outside of North America to an independent third party. As a result of the transaction, the North American operations of CCE are now included in CCR. In M,D&A, references to CCR refer to CCR and CCE as it existed prior to the acquisition by The Coca-Cola Company. The Coca-Cola Company had a significant equity interest in CCE prior to the acquisition.

Net sales by product category were as follows:

| In Thousands                                    | Third Quarter |           | First Nine Months |             |
|-------------------------------------------------|---------------|-----------|-------------------|-------------|
|                                                 | 2011          | 2010      | 2011              | 2010        |
| Bottle/can sales:                               |               |           |                   |             |
| Sparkling beverages (including energy products) | \$263,653     | \$259,824 | \$ 787,739        | \$ 783,531  |
| Still beverages                                 | 65,327        | 66,109    | 177,668           | 172,917     |
| Total bottle/can sales                          | 328,980       | 325,933   | 965,407           | 956,448     |
| Other sales:                                    |               |           |                   |             |
| Sales to other Coca-Cola bottlers               | 38,447        | 36,589    | 116,545           | 107,273     |
| Post-mix and other                              | 38,431        | 32,842    | 106,428           | 96,502      |
| Total other sales                               | 76,878        | 69,431    | 222,973           | 203,775     |
| Total net sales                                 | \$405,858     | \$395,364 | \$1,188,380       | \$1,160,223 |

#### **Areas of Emphasis**

Key priorities for the Company include revenue management, product innovation and beverage portfolio expansion, distribution cost management and productivity.

#### **Revenue Management**

Revenue management requires a strategy which reflects consideration for pricing of brands and packages within product categories and channels, highly effective working relationships with customers and disciplined fact-based decision-making. Revenue management has been and continues to be a key performance driver which has significant impact on the Company's results of operations.

#### **Product Innovation and Beverage Portfolio Expansion**

Innovation of both new brands and packages has been and will continue to be critical to the Company's overall revenue. During 2008, the Company tested the 16-ounce bottle/24-ounce bottle package for many of the Company's sparkling beverages in select convenience stores and introduced it companywide in 2009. New packaging introductions included the 7.5-ounce sleek can in 2010 and the 2-liter contour bottle for Coca-Cola products during 2009.

The Company has invested in its own brand portfolio with products such as Tum-E Yummies, a vitamin C enhanced flavored drink, Country Breeze tea, diet Country Breeze tea, Bean & Body, Simmer and Bazza energy tea. These brands enable the Company to participate in strong growth categories and capitalize on distribution channels that may include the Company's traditional Coca-Cola franchise territory as well as third party distributors outside the Company's traditional Coca-Cola franchise territory. While the growth prospects of Company-owned or exclusively licensed brands appear promising, the cost of developing, marketing and distributing these brands is anticipated to be significant as well.

#### **Distribution Cost Management**

Distribution costs represent the costs of transporting finished goods from Company locations to customer outlets. Total distribution costs amounted to \$144.5 million and \$140.3 million in YTD 2011 and YTD 2010, respectively. Over the past several years, the Company has focused on converting its distribution system from a conventional routing system to a predictive system. This conversion to a predictive system has allowed the Company to more

efficiently handle increasing numbers of products. In addition, the Company has closed a number of smaller sales distribution centers over the past several years reducing its fixed warehouse-related costs.

The Company has three primary delivery systems for its current business:

bulk delivery for large supermarkets, mass merchandisers and club stores;

advanced sales delivery for convenience stores, drug stores, small supermarkets and certain on-premise accounts; and

full service delivery for its full service vending customers.

Distribution cost management will continue to be a key area of emphasis for the Company.

Productivity

A key driver in the Company's selling, delivery and administrative (S,D&A) expense management relates to ongoing improvements in labor productivity and asset productivity.

Overview of Operations and Financial Condition

The following items affect the comparability of the financial results presented below:

Q3 2011 and YTD 2011

a \$10,000 pre-tax favorable mark-to-market adjustment and a \$.2 million pre-tax unfavorable mark-to-market adjustment to S,D&A expenses related to the Company's 2011 fuel hedging program in Q3 2011 and YTD 2011, respectively;

a \$1.8 million and a \$4.1 million pre-tax unfavorable mark-to-market adjustment to cost of sales related to the Company's 2011 aluminum hedging program in Q3 2011 and YTD 2011, respectively; and

a \$.9 million credit to income tax expense related to the reduction of the liability for uncertain tax positions in Q3 2011 due mainly to the lapse of applicable statutes of limitations.

Q3 2010 and YTD 2010

a \$.1 million pre-tax favorable mark-to-market adjustment and a \$1.3 million pre-tax unfavorable mark-to-market adjustment to S,D&A expenses related to the Company's 2010 fuel hedging program in Q3 2010 and YTD 2010, respectively;

a \$3.0 million pre-tax favorable mark-to-market adjustment and a \$3.2 million pre-tax unfavorable mark-to-market adjustment to cost of sales related to the Company's 2010 and 2011 aluminum hedging program in Q3 2010 and YTD 2010, respectively;

a \$.1 million and a \$.9 million pre-tax favorable adjustment to cost of sales related to the gain on the replacement of flood damaged production equipment in Q3 2010 and YTD 2010, respectively;

a \$.2 million pre-tax unfavorable adjustment to S,D&A expenses related to the loss recorded on the disposal of uninsured vending equipment from the Nashville area flood in YTD 2010;

a \$.1 million pre-tax favorable adjustment to S,D&A expenses related to the gain on replacement of flood damaged building fixtures in Q3 2010;

a \$.5 million unfavorable adjustment to income tax expense related to the elimination of the deduction related to Medicare Part D subsidy in the first quarter of 2010; and

a \$1.7 million credit to income tax expense related to the reduction of the liability for uncertain tax positions in Q3 2010 due mainly to the lapse of applicable statutes of limitations.



The following overview provides a summary of key information concerning the Company's financial results for Q3 2011 and YTD 2011 compared to Q3 2010 and YTD 2010.

| In Thousands (Except Per Share Data)   | Third Quarter |           | Change    | %<br>Change |
|----------------------------------------|---------------|-----------|-----------|-------------|
|                                        | 2011          | 2010      |           |             |
| Net sales                              | \$405,858     | \$395,364 | \$ 10,494 | 2.7         |
| Cost of sales                          | 243,142       | 222,247   | 20,895    | 9.4         |
| Gross margin                           | 162,716       | 173,117   | (10,401)  | (6.0)       |
| S,D&A expenses                         | 137,752       | 139,455   | (1,703)   | (1.2)       |
| Income from operations                 | 24,964        | 33,662    | (8,698)   | (25.8)      |
| Interest expense, net                  | 9,087         | 8,841     | 246       | 2.8         |
| Income before income taxes             | 15,877        | 24,821    | (8,944)   | (36.0)      |
| Income tax expense                     | 4,892         | 7,610     | (2,718)   | (35.7)      |
| Net income                             | 10,985        | 17,211    | (6,226)   | (36.2)      |
| Net income attributable to the Company | 9,768         | 15,533    | (5,765)   | (37.1)      |
| Basic net income per share:            |               |           |           |             |
| Common Stock                           | \$ 1.06       | \$ 1.69   | \$ (.63)  | (37.3)      |
| Class B Common Stock                   | \$ 1.06       | \$ 1.69   | \$ (.63)  | (37.3)      |
| Diluted net income per share:          |               |           |           |             |
| Common Stock                           | \$ 1.06       | \$ 1.68   | \$ (.62)  | (36.9)      |
| Class B Common Stock                   | \$ 1.05       | \$ 1.68   | \$ (.63)  | (37.5)      |

| In Thousands (Except Per Share Data)   | First Nine Months |             | Change    | %<br>Change |
|----------------------------------------|-------------------|-------------|-----------|-------------|
|                                        | 2011              | 2010        |           |             |
| Net sales                              | \$1,188,380       | \$1,160,223 | \$ 28,157 | 2.4         |
| Cost of sales                          | 710,930           | 672,395     | 38,535    | 5.7         |
| Gross margin                           | 477,450           | 487,828     | (10,378)  | (2.1)       |
| S,D&A expenses                         | 404,887           | 406,689     | (1,802)   | (0.4)       |
| Income from operations                 | 72,563            | 81,139      | (8,576)   | (10.6)      |
| Interest expense, net                  | 26,898            | 26,453      | 445       | 1.7         |
| Income before income taxes             | 45,665            | 54,686      | (9,021)   | (16.5)      |
| Income tax expense                     | 16,227            | 18,936      | (2,709)   | (14.3)      |
| Net income                             | 29,438            | 35,750      | (6,312)   | (17.7)      |
| Net income attributable to the Company | 26,782            | 32,236      | (5,454)   | (16.9)      |
| Basic net income per share:            |                   |             |           |             |
| Common Stock                           | \$ 2.91           | \$ 3.51     | \$ (.60)  | (17.1)      |
| Class B Common Stock                   | \$ 2.91           | \$ 3.51     | \$ (.60)  | (17.1)      |
| Diluted net income per share:          |                   |             |           |             |
| Common Stock                           | \$ 2.90           | \$ 3.50     | \$ (.60)  | (17.1)      |
| Class B Common Stock                   | \$ 2.89           | \$ 3.48     | \$ (.59)  | (17.0)      |

The Company's net sales increased 2.7% in Q3 2011 compared to Q3 2010. The Company's net sales increased 2.4% in YTD 2011 compared to YTD 2010. The increases in net sales were primarily due to a .9% and 1.8% increase in bottle/can sales price per unit in Q3 2011 and YTD 2011 compared to Q3 2010 and YTD 2010. The increases in bottle/can sales price per unit were primarily due to increases in sales price per unit in sparkling beverages and a change in product mix due to a higher percentage of still beverage sales. Still beverages have a higher sales price per unit than sparkling beverages. Bottle/can sales volume was unchanged in Q3 2011

compared to Q3 2010 and decreased .9% in YTD 2011 compared to YTD 2010. The decrease in bottle/can volume in YTD 2011 compared to YTD 2010 was primarily due to a decrease in 12-ounce can sparkling beverages volume partially offset by an increase in still beverage volume.

Gross margin dollars decreased 6.0% in Q3 2011 compared to Q3 2010. The Company's gross margin percentage decreased to 40.1% for Q3 2011 from 43.8% for Q3 2010. Gross margin dollars decreased 2.1% in YTD 2011 compared to YTD 2010. The Company's gross margin percentage decreased to 40.2% in YTD 2011 from 42.0% in YTD 2010. The decrease in gross margin percentage was primarily due to higher costs of raw materials and partially offset by higher sales price per unit for bottle/can volume. Higher cost related to the Company's aluminum hedging program also reduced Q3 2011 compared to Q3 2010 gross margin percentage.

The following inputs represent a substantial portion of the Company's total cost of goods sold: (1) sweeteners, (2) packaging materials, including plastic bottles and aluminum cans, and (3) full goods purchased from other vendors. The Company anticipates that the cost of the underlying commodities related to these inputs will continue to face upward cost pressure. The Company expects gross margins to be lower throughout the remainder of 2011 compared to 2010 due to the impact of the rising commodity costs if these costs cannot be offset with price increases.

S,D&A expenses decreased 1.2% in Q3 2011 from Q3 2010. S,D&A expenses decreased .4% in YTD 2011 compared to YTD 2010. The decrease in S,D&A expenses in Q3 2011 from Q3 2010 was attributable to decreased bonus and incentive expense and decreased employee benefit expense, primarily pension expense, offset primarily by an increase in employee salaries and wages and an increase in marketing expense. The decrease in S,D&A expenses in YTD 2011 from YTD 2010 was attributable to decreased bonus and incentive expense, decreased employee benefit expense, primarily pension expense, and decreased property and casualty insurance expense offset primarily by an increase in employee salaries and wages, an increase in marketing expense and an increase in fuel costs.

Net interest expense increased 2.8% and 1.7% in Q3 2011 compared to Q3 2010 and YTD 2011 compared to YTD 2010, respectively. The increases were primarily due to the Company entering into two new capital leases in the first quarter of 2011. The Company's overall weighted average interest rate on its debt and capital lease obligations increased to 6.0% during YTD 2011 from 5.9% during YTD 2010. This increase is the result of the conversion of one of the Company's capital leases from a floating rate to a fixed rate in late 2010, combined with the Company's use of short-term borrowings in the first half of 2010 at low variable rates relative to the fixed rates on the Company's Senior Debt.

Net debt and capital lease obligations were summarized as follows:

| In Thousands                                                | Oct. 2,<br>2011 | Jan. 2,<br>2011 | Oct. 3,<br>2010 |
|-------------------------------------------------------------|-----------------|-----------------|-----------------|
| Debt                                                        | \$523,179       | \$523,063       | \$523,025       |
| Capital lease obligations                                   | 75,018          | 59,261          | 60,247          |
| Total debt and capital lease obligations                    | 598,197         | 582,324         | 583,272         |
| Less: Cash and cash equivalents                             | 71,549          | 49,372          | 33,924          |
| Total net debt and capital lease obligations <sup>(1)</sup> | \$526,648       | \$532,952       | \$549,348       |

<sup>(1)</sup> The non-GAAP measure Total net debt and capital lease obligations is used to provide investors with additional information which management believes is helpful in the evaluation of the Company's capital structure and financial leverage.

**Discussion of Critical Accounting Policies, Estimates and New Accounting Pronouncements**

**Critical Accounting Policies**

In the ordinary course of business, the Company has made a number of estimates and assumptions relating to the reporting of results of operations and financial position in the preparation of its consolidated financial statements in conformity with accounting principles generally accepted in the United States of America. Actual results could differ significantly from those estimates under different assumptions and conditions. The Company included in its Annual Report on Form 10-K for the year ended January 2, 2011 a discussion of the Company's most critical accounting policies, which are those most important to the portrayal of the Company's financial condition and results of operations and require management's most difficult, subjective and complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

The Company did not make changes in any critical accounting policies during YTD 2011. Any changes in critical accounting policies and estimates are discussed with the Audit Committee of the Board of Directors of the Company during the quarter in which a change is made.

**New Accounting Pronouncements**

**Recently Adopted Pronouncements**

In January 2010, the Financial Accounting Standards Board ( FASB ) issued new guidance related to the disclosures about transfers into and out of Levels 1 and 2 fair value classifications and separate disclosures about purchases, sales, issuances and settlements relating to the Level 3 fair value classification. The new guidance also clarifies existing fair value disclosures about the level of disaggregation and about inputs and valuation techniques used to measure the fair value. The new guidance was effective for the Company in the first quarter of 2010 except for the requirement to provide the Level 3 activity of purchases, sales, issuances and settlements on a gross basis, which was effective for the Company in the first quarter of 2011. The Company's adoption of this new guidance did not have a material impact on the Company's consolidated financial statements.

**Recently Issued Pronouncements**

In June 2011, the FASB amended its guidance on the presentation of comprehensive income in financial statements to improve the comparability, consistency and transparency of financial reporting and to increase the prominence of items that are recorded in other comprehensive income. The new accounting guidance requires entities to report components of comprehensive income in either (1) a continuous statement of comprehensive income or (2) two separate but consecutive statements. The provisions of this new guidance are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The Company is currently evaluating the impact of adopting this guidance on the Company's consolidated financial statements.

In September 2011, the FASB issued new guidance which requires additional disclosures about an employer's participating in multi-employer pension plans. The new guidance is effective for annual periods ending after December 15, 2011. The Company is in the process of evaluating the impact of the new guidance, but does not expect it to have a material impact on the Company's consolidated financial statements.

In September 2011, the FASB issued new guidance relative to the test for goodwill impairment. The new guidance permits an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to

perform the two-step goodwill impairment test. The new guidance is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011 with early adoption permitted. The Company is in the process of evaluating the impact of the new guidance.

### Results of Operations

#### *Q3 2011 Compared to Q3 2010 and YTD 2011 Compared to YTD 2010*

##### **Net Sales**

Net sales increased \$10.5 million, or 2.7%, to \$405.9 million in Q3 2011 compared to \$395.4 million in Q3 2010. Net sales increased \$28.1 million, or 2.4%, to \$1,188.3 million in YTD 2011 compared to \$1,160.2 million in YTD 2010. The increase in net sales for Q3 2011 compared to Q3 2010 was the result of the following:

| Q3 2011<br>(In Millions) | Attributable to:                                                                                                                                                                                                                                    |
|--------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| \$ 2.9                   | .9% increase in bottle/can sales price per unit primarily due to an increase in sales price per unit in sparkling beverages and a change in product mix due to a higher percentage of still beverages sold which have a higher sales price per unit |
| 2.8                      | 7.9% increase in sales price per unit to other Coca-Cola bottlers primarily due to an increase in sales price per unit in all product categories                                                                                                    |
| 2.3                      | Increase in sales of the Company's own brand portfolio (primarily Tum-E Yummies)                                                                                                                                                                    |
| 1.8                      | Increase in freight revenue                                                                                                                                                                                                                         |
| 1.0                      | 4.9% increase in post-mix sales volume                                                                                                                                                                                                              |
| (0.9)                    | 2.6% decrease in sales volume to other Coca-Cola bottlers primarily due to volume decreases in all product categories except energy products                                                                                                        |
| 0.6                      | Other                                                                                                                                                                                                                                               |
| \$ 10.5                  | Total increase in net sales                                                                                                                                                                                                                         |

The increase in net sales for YTD 2011 compared to YTD 2010 was the result of the following:

| YTD 2011<br>(In Millions) | Attributable to:                                                                                                                                                                                                                                                              |
|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| \$ 17.4                   | 1.8% increase in bottle/can sales price per unit primarily due to an increase in sales price per unit in sparkling beverages (except energy products) and a change in product mix due to a higher percentage of still beverages sold which have a higher sales price per unit |
| (8.4)                     | .9% decrease in bottle/can volume primarily due to a volume decrease in sparkling beverages except energy products and partially offset by a volume increase in still beverages                                                                                               |
| 7.9                       | 7.2% increase in sales price per unit of sales to other Coca-Cola bottlers primarily due to an increase in sales price per unit in all product categories except energy products                                                                                              |
| 6.4                       | Increase in freight revenue                                                                                                                                                                                                                                                   |
| 3.2                       | 5.5% increase in post-mix sales volume                                                                                                                                                                                                                                        |
| 2.1                       | Increase in sales of the Company's own brand portfolio (primarily Tum-E Yummies)                                                                                                                                                                                              |
| 1.4                       | 1.3% increase in sales volume to other Coca-Cola bottlers primarily due to volume increases in energy products                                                                                                                                                                |
| (1.9)                     | Other                                                                                                                                                                                                                                                                         |
| \$ 28.1                   | Total increase in net sales                                                                                                                                                                                                                                                   |

In YTD 2011, the Company's bottle/can sales to retail customers accounted for 81% of the Company's total net sales. Bottle/can pricing is based on the invoice price charged to customers reduced by promotional allowances. Bottle/can net pricing per unit is impacted by the price charged per package, the volume generated in each package and the channels in which those packages are sold. The increase in the Company's bottle/can net price per unit in both Q3 2011 compared to Q3 2010 and YTD 2011 compared to YTD 2010 was primarily due to increases in sales price per unit in sparkling beverages and a change in product mix due to a higher percentage of still beverage sales. Still beverages have a higher sales price per unit than sparkling beverages.

Both the increase in sales price per unit of sparkling beverages and the volume decrease in sparkling beverages in YTD 2011 were primarily the result of a promotion during the second quarter of 2010 by the Company's largest customer, Wal-Mart Stores, Inc., at its supercenter stores. Wal-Mart Stores, Inc.'s supercenter stores had a promotion on 24-pack 12-ounce cans during all of the second quarter of 2010 which increased overall 12-ounce sparkling can sales volume and overall bottle/can volume while lowering sparkling sales price per unit as 24-pack 12-ounce cans have a lower sales price per unit than other sparkling beverages. The promotion ended on July 4, 2010.

Product category sales volume in Q3 2011 and Q3 2010 and YTD 2011 and YTD 2010 as a percentage of total bottle/can sales volume and the percentage change by product category was as follows:

| <u>Product Category</u>                         | Bottle/Can Sales<br>Volume |         | Bottle/Can Sales<br>Volume<br>% Increase<br>(Decrease) |
|-------------------------------------------------|----------------------------|---------|--------------------------------------------------------|
|                                                 | Q3 2011                    | Q3 2010 |                                                        |
| Sparkling beverages (including energy products) | 81.3%                      | 81.7%   | (0.4)                                                  |
| Still beverages                                 | 18.7%                      | 18.3%   | 2.1                                                    |
| Total bottle/can sales volume                   | 100.0%                     | 100.0%  |                                                        |

| <u>Product Category</u>                         | Bottle/Can Sales<br>Volume |             | Bottle/Can Sales<br>Volume<br>% Increase<br>(Decrease) |
|-------------------------------------------------|----------------------------|-------------|--------------------------------------------------------|
|                                                 | YTD<br>2011                | YTD<br>2010 |                                                        |
| Sparkling beverages (including energy products) | 83.0%                      | 84.2%       | (2.3)                                                  |
| Still beverages                                 | 17.0%                      | 15.8%       | 6.9                                                    |
| Total bottle/can sales volume                   | 100.0%                     | 100.0%      | (0.9)                                                  |

The Company's products are sold and distributed through various channels. These channels include selling directly to retail stores and other outlets such as food markets, institutional accounts and vending machine outlets. During YTD 2011, approximately 68% of the Company's bottle/can volume was sold for future consumption, while the remaining bottle/can volume of approximately 32% was sold for immediate consumption. During YTD 2010, approximately 69% of the Company's bottle/can volume was sold for future consumption, while the remaining bottle/can volume of approximately 31% was sold for immediate consumption. The Company's largest customer, Wal-Mart Stores, Inc., accounted for approximately 21% of the Company's total bottle/can volume during YTD 2011. Wal-Mart Stores, Inc. accounted for approximately 25% of the Company's total bottle/can volume during YTD 2010. The Company's second largest customer, Food Lion, LLC, accounted for approximately 9% of the Company's total bottle/can volume during YTD 2011. Food Lion, LLC accounted for approximately 10% of the Company's total bottle/can volume during YTD 2010. All of the Company's beverage sales are to customers in the United States.

The Company recorded delivery fees in net sales of \$5.4 million and \$5.7 million in YTD 2011 and YTD 2010, respectively. These fees are used to offset a portion of the Company's delivery and handling costs.



**Cost of Sales**

Cost of sales includes the following: raw material costs, manufacturing labor, manufacturing overhead including depreciation expense, manufacturing warehousing costs and shipping and handling costs related to the movement of finished goods from manufacturing locations to sales distribution centers.

Cost of sales increased 9.4%, or \$20.9 million, to \$243.1 million in Q3 2011 compared to \$222.2 million in Q3 2010.

Cost of sales increased 5.7%, or \$38.5 million, to \$710.9 million in YTD 2011 compared to \$672.4 million in YTD 2010.

The increase in cost of sales for Q3 2011 compared to Q3 2010 was principally attributable to the following:

| Q3 2011<br>(In<br>Millions) | Attributable to:                                                                                                                                 |
|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|
| \$ 14.4                     | Increase in raw materials costs such as plastic bottles and an increase in the percentage of purchased products which have higher per unit costs |
| 3.8                         | Increase in cost due to the Company's aluminum hedging program                                                                                   |
| (2.1)                       | Increase in marketing funding support received primarily from The Coca-Cola Company                                                              |
| 2.0                         | Increase in freight cost of sales                                                                                                                |
| 1.7                         | Increase in the sales of the Company's own brand portfolio (primarily Tum-E Yummies)                                                             |
| (0.9)                       | 2.6% decrease in sales volume to other Coca-Cola bottlers primarily due to volume decreases in all product categories except energy products     |
| 0.7                         | 4.9% increase in post-mix sales volume                                                                                                           |
| 0.1                         | Gain on the replacement of flood damaged production equipment in 2010                                                                            |
| 1.2                         | Other                                                                                                                                            |
| \$ 20.9                     | Total increase in cost of sales                                                                                                                  |

The increase in cost of sales for YTD 2011 compared to YTD 2010 was principally attributable to the following:

| YTD 2011<br>(In<br>Millions) | Attributable to:                                                                                                                                                                |
|------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| \$ 32.8                      | Increase in raw material costs such as plastic bottles and an increase in the percentage of purchased products which have higher per unit costs                                 |
| 5.6                          | Increase in freight cost of sales                                                                                                                                               |
| (4.9)                        | .9% decrease in bottle/can volume primarily due to a volume decrease in sparkling beverages except energy products and partially offset by a volume increase in still beverages |
| (3.7)                        | Increase in marketing funding support received primarily from The Coca-Cola Company                                                                                             |
| 2.1                          | 5.5% increase in post-mix sales volume                                                                                                                                          |
| 1.3                          | 1.3% increase in sales volume to other Coca-Cola bottlers primarily due to volume increases in energy products                                                                  |
| (1.0)                        | Decrease in cost due to the Company's aluminum hedging program                                                                                                                  |
| 0.9                          | Gain on the replacement of flood damaged production equipment in 2010                                                                                                           |
| 0.8                          | Increase in sales of the Company's own brand portfolio (primarily Tum-E Yummies)                                                                                                |
| 4.6                          | Other                                                                                                                                                                           |
| \$ 38.5                      | Total increase in cost of sales                                                                                                                                                 |

The following inputs represent a substantial portion of the Company's total cost of goods sold: (1) sweeteners, (2) packaging materials, including plastic bottles and aluminum cans, and (3) full goods purchased from other

vendors. The Company anticipates that the cost of the underlying commodities related to these inputs will

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continue to face upward cost pressure. The Company expects gross margins to be lower throughout the remainder of 2011 compared to 2010 due to the impact of the rising commodity costs if these costs cannot be offset with price increases.

The Company's production facility located in Nashville, Tennessee was damaged by a flood in May 2010. The Company recorded a gain of \$.9 million in YTD 2010 from the replacement of production equipment damaged by the flood. The gain was based on replacement value insurance coverage that exceeded the net book value of the damaged production equipment.

The Company entered into an agreement (the "Incidence Pricing Agreement") in 2008 with The Coca-Cola Company to test an incidence-based concentrate pricing model for 2008 for all Coca-Cola Trademark Beverages and Allied Beverages for which the Company purchases concentrate from The Coca-Cola Company. During the term of the Incidence Pricing Agreement, the pricing of the concentrates for the Coca-Cola Trademark Beverages and Allied Beverages is governed by the Incidence Pricing Agreement rather than the Cola and Allied Beverage Agreements. The concentrate price The Coca-Cola Company charges under the Incidence Pricing Agreement is impacted by a number of factors including the Company's pricing of finished products, the channels in which the finished products are sold and package mix. The Coca-Cola Company must give the Company at least 90 days written notice before changing the price the Company pays for the concentrate. The Company has since continued to utilize the incidence pricing model, and the Incidence Pricing Agreement has been extended through December 31, 2011 on the same terms that were in effect for 2010 and 2009.

The Company relies extensively on advertising and sales promotion in the marketing of its products. The Coca-Cola Company and other beverage companies that supply concentrates, syrups and finished products to the Company make substantial marketing and advertising expenditures to promote sales in the local territories served by the Company. The Company also benefits from national advertising programs conducted by The Coca-Cola Company and other beverage companies. Certain of the marketing expenditures by The Coca-Cola Company and other beverage companies are made pursuant to annual arrangements. Although The Coca-Cola Company has advised the Company that it intends to continue to provide marketing funding support, it is not obligated to do so under the Company's Beverage Agreements. Significant decreases in marketing funding support from The Coca-Cola Company or other beverage companies could adversely impact operating results of the Company in the future.

Total marketing funding support from The Coca-Cola Company and other beverage companies, which includes direct payments to the Company and payments to customers for marketing programs, was \$15.9 million for Q3 2011 compared to \$13.8 million for Q3 2010. Total marketing funding support from The Coca-Cola Company and other beverage companies, which includes direct payments to the Company and payments to customers for marketing programs, was \$44.0 million for YTD 2011 compared to \$40.3 million for YTD 2010.

#### **Gross Margin**

Gross margin dollars decreased 6.0%, or \$10.4 million, to \$162.7 million in Q3 2011 compared to \$173.1 million in Q3 2010. Gross margin as a percentage of net sales decreased to 40.1% for Q3 2011 from 43.8% for Q3 2010. Gross margin dollars decreased 2.1%, or \$10.4 million, to \$477.4 million in YTD 2011 compared to \$487.8 in YTD 2010. Gross margin as a percentage of net sales decreased to 40.2% for YTD 2011 from 42.0% for YTD 2010.

The decrease in gross margin dollars for Q3 2011 compared to Q3 2010 was primarily the result of the following:

| Q3 2011<br>(In Millions) | Attributable to:                                                                                                                                                                                                                                    |
|--------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| \$ (14.4)                | Increase in raw material costs such as plastic bottles and an increase in the percentage of purchased products which have higher per unit costs                                                                                                     |
| (3.8)                    | Increase in cost due to the Company's aluminum hedging program                                                                                                                                                                                      |
| 2.9                      | .9% increase in bottle/can sales price per unit primarily due to an increase in sales price per unit in sparkling beverages and a change in product mix due to a higher percentage of still beverages sold which have a higher sales price per unit |
| 2.8                      | 7.9% increase in sales price per unit of sales to other Coca-Cola bottlers primarily due to an increase in sales price per unit in all products                                                                                                     |
| 2.1                      | Increase in marketing funding support received primarily from The Coca-Cola Company                                                                                                                                                                 |
| 0.6                      | Increase in sales of the Company's own brand portfolio (primarily Tum-E Yummies)                                                                                                                                                                    |
| 0.3                      | 4.9% increase in post-mix sales volume                                                                                                                                                                                                              |
| (0.2)                    | Decrease in freight gross margin                                                                                                                                                                                                                    |
| (0.1)                    | Gain on the replacement of flood damaged production equipment in 2010                                                                                                                                                                               |
| (0.6)                    | Other                                                                                                                                                                                                                                               |
| \$ (10.4)                | Total decrease in gross margin                                                                                                                                                                                                                      |

The decrease in gross margin dollars for YTD 2011 compared to YTD 2010 was primarily the result of the following:

| YTD 2011<br>(In Millions) | Attributable to:                                                                                                                                                                                                                                                              |
|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| \$ (32.8)                 | Increase in raw material costs such as plastic bottles and an increase in the percentage of purchased products which have higher per unit costs                                                                                                                               |
| 17.4                      | 1.8% increase in bottle/can sales price per unit primarily due to an increase in sales price per unit in sparkling beverages (except energy products) and a change in product mix due to a higher percentage of still beverages sold which have a higher sales price per unit |
| 7.9                       | 7.2% increase in sales price per unit of sales to other Coca-Cola bottlers primarily due to an increase in sales price per unit in all product categories except energy products                                                                                              |
| 3.7                       | Increase in marketing funding support received primarily from The Coca-Cola Company                                                                                                                                                                                           |
| (3.5)                     | .9% decrease in bottle/can volume primarily due to a volume decrease in sparkling beverages except energy products and partially offset by a volume increase in still beverages                                                                                               |
| 1.3                       | Increase in sales of the Company's own brand portfolio (primarily Tum-E Yummies)                                                                                                                                                                                              |
| 1.1                       | 5.5% increase in post-mix sales volume                                                                                                                                                                                                                                        |
| 1.0                       | Decrease in cost due to the Company's aluminum hedging program                                                                                                                                                                                                                |
| (0.9)                     | Gain on the replacement of flood damaged production equipment in 2010                                                                                                                                                                                                         |
| 0.8                       | Increase in freight gross margin                                                                                                                                                                                                                                              |
| 0.1                       | 1.3% increase in sales volume to other Coca-Cola bottlers primarily due to volume increases in energy products                                                                                                                                                                |
| (6.5)                     | Other                                                                                                                                                                                                                                                                         |
| \$ (10.4)                 | Total decrease in gross margin                                                                                                                                                                                                                                                |

The decrease in gross margin percentages was primarily due to higher costs of raw materials and partially offset by higher sales price per unit for bottle/can volume. Higher cost related to the Company's aluminum hedging program also reduced Q3 2011 compared to Q3 2010 gross margin percentage.



The Company's gross margins may not be comparable to other companies, since some entities include all costs related to their distribution network in cost of sales. The Company includes a portion of these costs in S,D&A expenses.

### **S,D&A Expenses**

S,D&A expenses include the following: sales management labor costs, distribution costs from sales distribution centers to customer locations, sales distribution center warehouse costs, depreciation expense related to sales centers, delivery vehicles and cold drink equipment, point-of-sale expenses, advertising expenses, cold drink equipment repair costs, amortization of intangibles and administrative support labor and operating costs such as treasury, legal, information services, accounting, internal control services, human resources and executive management costs.

S,D&A expenses decreased by \$1.7 million, or 1.2%, to \$137.8 million in Q3 2011 from \$139.5 million in Q3 2010. S,D&A expenses as a percentage of net sales decreased from 35.3% in Q3 2010 to 33.9% in Q3 2011. S,D&A expenses decreased by \$1.8 million to \$404.9 million in YTD 2011 from \$406.7 million in YTD 2010. S,D&A expenses as a percentage of net sales decreased from 35.1% in YTD 2010 to 34.1% in YTD 2011.

The decrease in S,D&A expenses for Q3 2011 compared to Q3 2010 was primarily due to the following:

|           |                                                                                                                                                                                                                   |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Q3 2011   | Attributable to:                                                                                                                                                                                                  |
| (In       |                                                                                                                                                                                                                   |
| Millions) |                                                                                                                                                                                                                   |
| \$ (3.7)  | Decrease in bonus expense, incentive expense and other performance pay initiatives                                                                                                                                |
| (1.5)     | Decrease in professional fees primarily due to consulting project support in 2010                                                                                                                                 |
| 1.3       | Increase in marketing expense primarily due to various marketing programs                                                                                                                                         |
| 1.1       | Increase in employee salaries primarily due to normal salary increases                                                                                                                                            |
| 0.7       | Increase in fuel costs                                                                                                                                                                                            |
| (0.7)     | Decrease in employee benefit costs primarily due to decreased pension expense                                                                                                                                     |
| (0.6)     | Decrease in impairment of / loss on sale of property, plant and equipment                                                                                                                                         |
| 0.6       | Increase in depreciation and amortization of property, plant and equipment primarily due to increased purchases of refurbished vending machines with shorter useful lives and capitalization of software projects |
| 0.5       | Increase in property and casualty insurance expense primarily due to increased claims                                                                                                                             |
| 0.5       | Increase in bad debt expense                                                                                                                                                                                      |
| 0.1       | Other                                                                                                                                                                                                             |
| \$ (1.7)  | Total decrease in S,D&A expenses                                                                                                                                                                                  |

The decrease in S,D&A expenses for YTD 2011 compared to YTD 2010 was primarily due to the following:

| YTD 2011<br>(In Millions) | Attributable to:                                                                                                                                                                                      |
|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| \$ (3.8)                  | Decrease in bonus expense, incentive expense and other performance pay initiatives                                                                                                                    |
| 2.2                       | Increase in marketing expense primarily due to various marketing programs                                                                                                                             |
| 1.9                       | Increase in employee salaries primarily due to normal salary increases                                                                                                                                |
| 1.1                       | Increase in depreciation and amortization of property, plant and equipment primarily due to increased purchases of vending machines with shorter useful lives and capitalization of software projects |
| (1.1)                     | Decrease in impairment of / loss on sale of property, plant and equipment                                                                                                                             |
| (1.0)                     | Decrease in employee benefit costs primarily due to decreased pension expense                                                                                                                         |
| (0.8)                     | Decrease in property and casualty insurance expense                                                                                                                                                   |
| 0.7                       | Increase in bad debt expense                                                                                                                                                                          |
| (0.7)                     | Decrease in professional fees primarily due to consulting project support in 2010                                                                                                                     |
| 0.6                       | Increase in fuel costs                                                                                                                                                                                |
| (0.9)                     | Other                                                                                                                                                                                                 |
| \$ (1.8)                  | Total decrease in S,D&A expenses                                                                                                                                                                      |

Shipping and handling costs related to the movement of finished goods from manufacturing locations to sales distribution centers are included in cost of sales. Shipping and handling costs related to the movement of finished goods from sales distribution centers to customer locations are included in S,D&A expenses and totaled \$144.5 million and \$140.3 million in YTD 2011 and YTD 2010, respectively.

The net impact of the Company's fuel hedging program was to increase fuel costs by \$.3 million and \$1.5 million in YTD 2011 and YTD 2010, respectively.

The Company's expense recorded in S,D&A expenses related to the two Company-sponsored pension plans decreased by \$.7 million from \$1.3 million in Q3 2010 to \$.6 million in Q3 2011 and by \$2.1 million from \$3.9 million in YTD 2010 to \$1.8 million in YTD 2011.

The Company provides a 401(k) Savings Plan for substantially all of the Company's full-time employees who are not part of collective bargaining agreements. The Company matched the first 3% of its employees' contributions for 2010 and 2011. The Company maintains the option to increase the matching contributions an additional 2%, for a total of 5%, for the Company's employees based on the financial results. Based on the Company's financial results, the Company decided to increase the matching contribution for the additional 2% for the entire year of 2010. The Company made these additional payments for each quarter in 2010 in the following quarter concluding with the fourth quarter 2010 payment being made in the first quarter of 2011. The 2% matching contributions have been accrued during YTD 2011. The total cost, including the estimate for the additional 2% matching contributions, for this benefit in YTD 2011 and YTD 2010 was \$5.7 million and \$6.0 million, respectively.

On March 23, 2010, the Patient Protection and Affordable Care Act ( PPACA ) was signed into law. On March 30, 2010, a companion bill, the Health Care and Education Reconciliation Act of 2010 ( Reconciliation Act ), was also signed into law. The PPACA and the Reconciliation Act, when taken together, represent comprehensive healthcare reform legislation that will likely affect the cost associated with providing employer-sponsored medical plans. The Company is in the process of determining the impact this legislation will have on the Company's employer-sponsored medical plans.

### **Interest Expense**

Net interest expense increased 2.8% and 1.7% in Q3 2011 compared to Q3 2010 and YTD 2011 compared to YTD 2010, respectively. The increases were primarily due to the Company entering into two new capital leases in the first quarter of 2011. The Company's overall weighted average interest rate on its debt and capital lease obligations increased to 6.0% during YTD 2011 from 5.9% during YTD 2010. This increase is the result of the conversion of one of the Company's capital leases from a floating rate to a fixed rate in late 2010, combined with the Company's use of short-term borrowings in the first nine months of 2010 at low variable rates relative to the fixed rates on the Company's Senior Debt. See the Liquidity and Capital Resources Hedging Activities Interest Rate Hedging section of M,D&A for additional information.

### **Income Taxes**

The Company's effective tax rate, as calculated by dividing income tax expense by income before income taxes, for YTD 2011 and YTD 2010 was 35.5% and 34.6%, respectively. The Company's effective tax rate, as calculated by dividing income tax expense by the difference of income before income taxes minus net income attributable to the noncontrolling interest, for YTD 2011 and YTD 2010 was 37.7% and 37.0%, respectively.

In Q3 2010, the Company reduced its liability for uncertain tax positions by \$1.7 million. The net effect of the adjustment was a decrease to income tax expense. The reduction of the liability for uncertain tax positions was due mainly to the lapse of the applicable statute of limitations. In Q3 2011, the Company reduced its liability for uncertain tax positions by \$.9 million. The net effect of the adjustment was a decrease to income tax expense. The reduction of the liability for uncertain tax positions was due mainly to the lapse of the applicable statute of limitations. The Company's effective tax rate for the remainder of 2011 is dependent upon the results of operations and may change if the results in 2011 are different from current expectations.

### **Noncontrolling Interest**

The Company recorded net income attributable to the noncontrolling interest of \$2.7 million in YTD 2011 compared to \$3.5 million in YTD 2010 primarily related to the portion of Piedmont owned by The Coca-Cola Company.

### **Financial Condition**

Total assets increased to \$1.36 billion at October 2, 2011, from \$1.31 billion at January 2, 2011 primarily due to increases in leased property under capital leases, net, cash and cash equivalents, accounts receivables and inventories. The increase in leased property under capital leases, net was primarily due to the Company entering into leases for two sales distribution centers in the first quarter of 2011.

Net working capital, defined as current assets less current liabilities, increased by \$21.9 million to \$109.9 million at October 2, 2011 from January 2, 2011 and increased by \$9.5 million at October 2, 2011 from October 3, 2010.

Significant changes in net working capital from January 2, 2011 were as follows:

An increase in accounts receivable, trade of \$12.4 million primarily due to normal seasonal increase in sales.

An increase in cash and cash equivalents of \$22.7 million due to cash flows from operations.

An increase in accounts receivable from and an increase in accounts payable to The Coca-Cola Company of \$5.6 million and \$12.2 million, respectively, primarily due to the timing of payments.

An increase in inventories of \$9.5 million primarily due to normal seasonal increase in sales.

A decrease in accrued compensation of \$7.1 million primarily due to the payment of bonuses in March 2011 and a lower bonus accrual in 2011.

An increase in other accrued liabilities of \$12.1 million primarily due to the timing of payments and an increase in income tax payable.

A decrease in accounts payable, trade of \$7.4 million due to timing of payments.

An increase in accrued interest payable of \$7.2 million due to timing of interest payments on long-term debt.

Significant changes in net working capital from October 3, 2010 were as follows:

An increase in cash and cash equivalents of \$38.1 million primarily due to funds from operations and the timing of payments.

A decrease in accounts receivable, other of \$12.7 million primarily due to the receivable recorded for insured losses from the Nashville flood damage in 2010.

A decrease in accounts receivable from and a decrease in accounts payable to The Coca-Cola Company of \$2.5 million and \$6.2 million, respectively, primarily due to the timing of payments.

An increase in other accrued liabilities of \$16.5 million due to timing of payments and an increase in income tax payable.

An increase in inventories of \$11.7 million primarily due to increased inventory levels for finished goods.

A decrease in prepaid expenses and other current assets of \$11.0 million primarily due to hedging activities.

Debt and capital lease obligations were \$598.2 million as of October 2, 2011 compared to \$582.3 million as of January 2, 2011 and \$583.3 million as of October 3, 2010 with the increase primarily due to the two new capital leases entered into during the first quarter of 2011. Debt and capital lease obligations as of October 2, 2011 included \$75.0 million of capital lease obligations related primarily to Company facilities.

#### **Liquidity and Capital Resources**

##### **Capital Resources**

The Company's sources of capital include cash flows from operations, available credit facilities and the issuance of debt and equity securities. Management believes the Company has sufficient resources available to finance its business plan, meet its working capital requirements and maintain an appropriate level of capital spending. The amount and frequency of future dividends will be determined by the Company's Board of Directors in light of the earnings and financial condition of the Company at such time, and no assurance can be given that dividends will be declared in the future.

As of October 2, 2011, the Company had all \$200 million available under a new \$200 million five-year unsecured revolving credit facility ( "\$200 million facility" ) to meet its cash requirements. On September 21, 2011, the Company entered into the new \$200 million facility. This replaced the existing \$200 million five-year unsecured revolving credit facility, dated March 8, 2007 scheduled to mature in March 2012. The new \$200 million facility has a scheduled maturity date of September 21, 2016. Borrowings under the agreement will bear interest at a floating base rate or a floating Eurodollar rate plus an interest rate spread, dependent on the Company's credit rating at the time of borrowing. The Company must pay an annual facility fee of .175% of the lenders' aggregate commitments under the facility. The \$200 million facility contains two financial covenants: a cash flow/fixed charges ratio and funded indebtedness/cash flow ratio, each as defined in the credit agreement. The fixed charges coverage ratio requires the Company to maintain a consolidated cash flow to fixed charges ratio of 1.5 to 1.0 or higher. The operating cash flow ratio requires the Company to maintain a debt to operating cash flow ratio of 6.0 to 1.0 or lower. The Company is currently in compliance with these covenants. These covenants do not currently, and the Company does not anticipate they will, restrict its liquidity or capital resources. The Company currently

believes that all of the banks participating in the Company's new \$200 million facility have the ability to and will meet any funding requests from the Company.

The Company has obtained the majority of its long-term financing, other than capital leases, from public markets. As of October 2, 2011, \$523.2 million of the Company's total outstanding balance of debt and capital lease obligations of \$598.2 million was financed through publicly offered debt. The Company had capital lease obligations of \$75.0 million as of October 2, 2011. There were no amounts outstanding on either the new \$200 million facility or on the Company's uncommitted line of credit as of October 2, 2011.

#### **Cash Sources and Uses**

The primary sources of cash for the Company have been cash provided by operating activities. The primary uses of cash have been for capital expenditures, the payment of debt and capital lease obligations, dividend payments, income tax payments and pension payments.

A summary of activity for YTD 2011 and YTD 2010 follows:

| In Millions                                                                       | First Nine Months |          |
|-----------------------------------------------------------------------------------|-------------------|----------|
|                                                                                   | 2011              | 2010     |
| <b><u>Cash Sources</u></b>                                                        |                   |          |
| Cash provided by operating activities (excluding income tax and pension payments) | \$ 96.5           | \$ 98.5  |
| Proceeds from reduction of restricted cash                                        | .5                | 1.0      |
| Proceeds from the sale of property, plant and equipment                           | .6                | 1.4      |
| Total cash sources                                                                | \$ 97.6           | \$ 100.9 |
| <b><u>Cash Uses</u></b>                                                           |                   |          |
| Capital expenditures                                                              | \$ 41.4           | \$ 40.6  |
| Payment of debt and capital lease obligations                                     | 2.9               | 17.9     |
| Debt issuance costs                                                               | .7                |          |
| Dividends                                                                         | 6.9               | 6.9      |
| Income tax payments                                                               | 15.1              | 14.1     |
| Pension payments                                                                  | 7.8               | 8.7      |
| Other                                                                             | .1                |          |
| Total cash uses                                                                   | \$ 74.9           | \$ 88.2  |
| Increase in cash                                                                  | \$ 22.7           | \$ 12.7  |

Note: The table above reflects the revision discussed in Note 1 of the consolidated financial statements.

#### **Investing Activities**

Additions to property, plant and equipment recorded on the consolidated balance sheet during YTD 2011 were \$34.0 million of which \$3.0 million were accrued in accounts payable, trade as unpaid. This compared to \$31.7 million in total additions to property, plant and equipment recorded on the consolidated balance sheet during YTD 2010 of which \$1.2 million were accrued in accounts payable, trade as unpaid including \$.2 million related to the Nashville flood damage and \$1.5 million which was a trade-in-allowance on manufacturing equipment. Capital expenditures during YTD 2011 were funded with cash flows from operations. The Company anticipates total additions to property, plant and equipment in fiscal year 2011 will be in the range of \$60 million to \$70 million.



Leasing is used for certain capital additions when considered cost effective relative to other sources of capital. The Company currently leases its corporate headquarters, two production facilities and several sales distribution facilities and administrative facilities.

### Financing Activities

On September 21, 2011, the Company entered into a new \$200 million facility. This replaced the existing \$200 million five-year unsecured revolving credit facility, dated March 8, 2007 scheduled to mature in March 2012. The new \$200 million facility has a scheduled maturity date of September 21, 2016. Borrowings under the agreement will bear interest at a floating base rate or a floating Eurodollar rate plus an interest rate spread, dependent on the Company's credit rating at the time of borrowing. The Company must pay an annual facility fee of .175% of the lenders' aggregate commitments under the facility. The \$200 million facility contains two financial covenants: a cash flow/fixed charges ratio and a funded indebtedness/cash flow ratio, each as defined in the credit agreement. The fixed charges coverage ratio requires the Company to maintain a consolidated cash flow to fixed charges ratio of 1.5 to 1.0 or higher. The operating cash flow ratio requires the Company to maintain a debt to operating cash flow ratio of 6.0 to 1.0 or lower. The Company is currently in compliance with these covenants. These covenants do not currently, and the Company does not anticipate they will, restrict its liquidity or capital resources. On October 2, 2011, January 2, 2011 and October 3, 2010, the Company had no outstanding borrowings on either \$200 million facility.

On February 10, 2010, the Company entered into an agreement for an uncommitted line of credit. Under this agreement, the Company may borrow up to a total of \$20 million for periods of 7 days, 30 days, 60 days or 90 days at the discretion of the participating bank. The Company had no outstanding borrowings under the uncommitted line of credit on October 2, 2011, January 2, 2011 and October 3, 2010.

In the first quarter of 2011, the Company entered into leases for two sales distribution centers. Each lease has a term of 15 years with various monthly rental payments. The capital lease obligation incurred for the two leases was \$18.6 million.

All of the outstanding debt has been issued by the Company with none having been issued by any of the Company's subsidiaries. There are no guarantees of the Company's debt. The Company or its subsidiaries have entered into six capital leases.

At October 2, 2011, the Company's credit ratings were as follows:

|                   |           |
|-------------------|-----------|
|                   | Long-Term |
|                   | Debt      |
| Standard & Poor's | BBB       |
| Moody's           | Baa2      |

The Company's credit ratings are reviewed periodically by the respective rating agencies. Changes in the Company's operating results or financial position could result in changes in the Company's credit ratings. Lower credit ratings could result in higher borrowing costs for the Company or reduced access to capital markets. There were no changes in these credit ratings from the prior year and the credit ratings are currently stable.

The Company's public debt is not subject to financial covenants but does limit the incurrence of certain liens and encumbrances as well as indebtedness by the Company's subsidiaries in excess of certain amounts.

**Off-Balance Sheet Arrangements**

The Company is a member of two manufacturing cooperatives and has guaranteed \$35.2 million of debt and related lease obligations for these entities as of October 2, 2011. In addition, the Company has an equity ownership in each of the entities. The members of both cooperatives consist solely of Coca-Cola bottlers. The Company does not anticipate either of these cooperatives will fail to fulfill their commitments. The Company further believes each of these cooperatives has sufficient assets, including production equipment, facilities and working capital, and the ability to adjust selling prices of their products to adequately mitigate the risk of material loss from the Company's guarantees. As of October 2, 2011, the Company's maximum exposure, if the entities borrowed up to their borrowing capacity, would have been \$75.2 million including the Company's equity interests. See Note 14 and Note 19 to the consolidated financial statements for additional information about these entities.

**Aggregate Contractual Obligations**

The following table summarizes the Company's contractual obligations and commercial commitments as of October 2, 2011:

| In Thousands                                                                      | Total        | Payments Due by Period   |                          |                          |                     |
|-----------------------------------------------------------------------------------|--------------|--------------------------|--------------------------|--------------------------|---------------------|
|                                                                                   |              | Oct. 2011-<br>Sept. 2012 | Oct. 2012-<br>Sept. 2014 | Oct. 2014-<br>Sept. 2016 | After<br>Sept. 2016 |
| Contractual obligations:                                                          |              |                          |                          |                          |                     |
| Total debt, net of interest                                                       | \$ 523,179   | \$                       | \$ 150,000               | \$ 264,757               | \$ 108,422          |
| Capital lease obligations, net of interest                                        | 75,018       | 4,373                    | 10,538                   | 12,610                   | 47,497              |
| Estimated interest on long-term debt and capital lease obligations <sup>(1)</sup> | 155,628      | 33,868                   | 52,327                   | 39,543                   | 29,890              |
| Purchase obligations <sup>(2)</sup>                                               | 244,373      | 91,640                   | 152,733                  |                          |                     |
| Other long-term liabilities <sup>(3)</sup>                                        | 117,157      | 10,759                   | 18,207                   | 12,854                   | 75,337              |
| Operating leases                                                                  | 26,943       | 3,811                    | 5,942                    | 5,025                    | 12,165              |
| Long-term contractual arrangements <sup>(4)</sup>                                 | 23,188       | 7,727                    | 10,430                   | 3,028                    | 2,003               |
| Postretirement obligations                                                        | 56,284       | 4,064                    | 5,981                    | 6,560                    | 39,679              |
| Purchase orders <sup>(5)</sup>                                                    | 38,687       | 38,687                   |                          |                          |                     |
| Total contractual obligations                                                     | \$ 1,260,457 | \$ 194,929               | \$ 406,158               | \$ 344,377               | \$ 314,993          |

(1) Includes interest payments based on contractual terms and current interest rates for variable rate debt.

(2) Represents an estimate of the Company's obligation to purchase 17.5 million cases of finished product on an annual basis through May 2014 from South Atlantic Cannery, a manufacturing cooperative.

(3) Includes obligations under executive benefit plans, the liability to exit from a multi-employer pension plan and other long-term liabilities.

(4) Includes contractual arrangements with certain prestige properties, athletics venues and other locations, and other long-term marketing commitments.

(5) Purchase orders include commitments in which a written purchase order has been issued to a vendor, but the goods have not been received or the services have not been performed.

The Company has \$4.4 million of uncertain tax positions including accrued interest as of October 2, 2011 (excluded from other long-term liabilities in the table above because the Company is uncertain as to if or when such amounts will be recognized) of which \$2.1 million would affect the Company's effective tax rate if recognized. While it is expected that the amount of uncertain tax positions may change in the next 12 months, the

Company does not expect any change to have a significant impact on the consolidated financial statements. See Note 15 to the consolidated financial statements for additional information.

The Company is a member of Southeastern Container (Southeastern), a plastic bottle manufacturing cooperative, from which the Company is obligated to purchase at least 80% of its requirements of plastic bottles for certain designated territories. This obligation is not included in the Company's table of contractual obligations and commercial commitments since there are no minimum purchase requirements. See Note 14 and Note 19 to the consolidated financial statements for additional information related to Southeastern.

As of October 2, 2011, the Company has \$20.8 million of standby letters of credit, primarily related to its property and casualty insurance programs. See Note 14 to the consolidated financial statements for additional information related to commercial commitments, guarantees, legal and tax matters.

The Company has made contributions to the Company-sponsored pension plans of \$7.8 million in YTD 2011. Based on information currently available, the Company anticipates cash contributions during the remainder of 2011 will be approximately \$1.6 million. Postretirement medical care payments are expected to be approximately \$3 million in 2011. See Note 18 to the consolidated financial statements for additional information related to pension and postretirement obligations.

### **Hedging Activities**

#### *Interest Rate Hedging*

The Company periodically uses interest rate hedging products to mitigate risk from interest rate fluctuations. The Company has historically altered its fixed/floating rate mix based upon anticipated cash flows from operations relative to the Company's debt level and the potential impact of changes in interest rates on the Company's overall financial condition. Sensitivity analyses are performed to review the impact on the Company's financial position and coverage of various interest rate movements. The Company does not use derivative financial instruments for trading purposes nor does it use leveraged financial instruments.

The Company has not had any interest rate swap agreements outstanding since September 2008.

Interest expense was reduced due to the amortization of deferred gains on previously terminated interest rate swap agreements and forward interest rate agreements by \$.9 million during both YTD 2011 and YTD 2010.

The weighted average interest rate of the Company's debt and capital lease obligations was 5.8% as of October 2, 2011, January 2, 2011 and October 3, 2010. None of the Company's debt and capital lease obligations of \$598.2 million as of October 2, 2011 was maintained on a floating rate basis or was subject to changes in short-term interest rates.

#### *Fuel Hedging*

The Company used derivative instruments to hedge substantially all of the projected diesel fuel purchases for 2010. The Company is using derivative instruments to hedge substantially all of the projected diesel fuel and unleaded gasoline purchases for the second, third and fourth quarters of 2011. These derivative instruments relate to diesel fuel and unleaded gasoline used by the Company's delivery fleet and other vehicles. The Company pays a fee for these instruments which is amortized over the corresponding period of the instrument. The Company accounts for its fuel hedges on a mark-to-market basis with any expense or income being reflected as an adjustment of fuel costs.

The Company uses several different financial institutions for commodity derivative instruments to minimize the concentration of credit risk. The Company has master agreements with the counterparties to its derivative financial agreements that provide for net settlement of derivative transactions.

In February 2009, the Company entered into derivative contracts to hedge substantially all of its projected diesel purchases for 2010 establishing an upper limit on the Company's price of diesel fuel.

In February 2011, the Company entered into derivative instruments to hedge all of the Company's projected diesel fuel and unleaded gasoline purchases for the second, third and fourth quarters of 2011 establishing an upper limit on the Company's price of diesel fuel and unleaded gasoline.

The net impact of the Company's fuel hedging program was to increase fuel costs by \$.3 million and \$1.5 million in YTD 2011 and YTD 2010, respectively.

#### *Aluminum Hedging*

During 2009, the Company began using derivative instruments to hedge approximately 75% of the projected 2010 and 2011 aluminum purchase requirements. The Company pays a fee for these instruments which is amortized over the corresponding period of the instruments. The Company accounts for its aluminum hedges on a mark-to-market basis with any expense or income being reflected as an adjustment to cost of sales.

The net impact of the Company's aluminum hedging program was to increase cost of sales by \$1.6 million and \$2.6 million in YTD 2011 and YTD 2010, respectively.

**Cautionary Information Regarding Forward-Looking Statements**

This Quarterly Report on Form 10-Q, as well as information included in future filings by the Company with the Securities and Exchange Commission and information contained in written material, press releases and oral statements issued by or on behalf of the Company, contains, or may contain, forward-looking management comments and other statements that reflect management's current outlook for future periods. These statements include, among others, statements relating to:

the Company's belief that the covenants on its \$200 million facility will not restrict its liquidity or capital resources;

the Company's belief that other parties to certain contractual arrangements will perform their obligations;

potential marketing funding support from The Coca-Cola Company and other beverage companies;

the Company's belief that disposition of certain claims and legal proceedings will not have a material adverse effect on its financial condition, cash flows or results of operations and that no material amount of loss in excess of recorded amounts is reasonably possible as a result of these claims and legal proceedings;

management's belief that the Company has adequately provided for any ultimate amounts that are likely to result from tax audits;

management's belief that the Company has sufficient resources available to finance its business plan, meet its working capital requirements and maintain an appropriate level of capital spending;

the Company's belief that the cooperatives whose debt and lease obligations the Company guarantees have sufficient assets and the ability to adjust selling prices of their products to adequately mitigate the risk of material loss and that the cooperatives will perform their obligations under their debt and lease agreements;

the Company's key priorities which are revenue management, product innovation and beverage portfolio expansion, distribution cost management and productivity;

the Company's belief that cash contributions in 2011 to its two Company-sponsored pension plans will be approximately \$9.5 million;

the Company's belief that postretirement medical care payments are expected to be approximately \$3 million in 2011;

the Company's expectation that additions to property, plant and equipment in 2011 will be in the range of \$60 million to \$70 million;

the Company's beliefs and estimates regarding the impact of the adoption of certain new accounting pronouncements;

the Company's beliefs that the growth prospects of Company-owned or exclusive licensed brands appear promising and the cost of developing, marketing and distributing these brands may be significant;

the Company's belief that all of the banks participating in the Company's new \$200 million facility have the ability to and will meet any funding requests from the Company;

the Company's belief that it is competitive in its territories with respect to the principal methods of competition in the nonalcoholic beverage industry;

the Company's estimate that a 10% increase in the market price of certain commodities over the current market prices would cumulatively increase costs during the next 12 months by approximately \$26 million assuming no change in volume;

the Company's belief that innovation of new brands and packages will continue to be critical to the Company's overall revenue;

the Company's expectation that uncertain tax positions may change over the next 12 months as a result of tax audits, but will not have a significant impact on the consolidated financial statements;

the Company's belief that the risk of loss with respect to funds deposited with banks is minimal; and

the Company's expectations that raw material costs will rise significantly in 2011 and that gross margins will be lower throughout the remainder of 2011 compared to 2010 if these costs cannot be offset with price increases. These statements and expectations are based on currently available competitive, financial and economic data along with the Company's operating plans, and are subject to future events and uncertainties that could cause anticipated events not to occur or actual results to differ materially from historical or anticipated results. Factors that could impact those statements and expectations or adversely affect future periods include, but are not limited to, the factors set forth in Part I. Item 1A. Risk Factors of the Company's Annual Report on Form 10-K for the year ended January 2, 2011. Caution should be taken not to place undue reliance on the Company's forward-looking statements, which reflect the expectations of management of the Company only as of the time such statements are made. Except as required by law, the Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

The Company is exposed to certain market risks that arise in the ordinary course of business. The Company may enter into derivative financial instrument transactions to manage or reduce market risk. The Company does not enter into derivative financial instrument transactions for trading purposes. A discussion of the Company's primary market risk exposure and interest rate risk is presented below.

***Debt and Derivative Financial Instruments***

The Company is subject to interest rate risk on its fixed and floating rate debt. The Company may periodically use interest rate hedging products to modify risk from interest rate fluctuations. The counterparties on any interest rate hedging arrangements are major financial institutions with which the Company also had other financial relationships. The Company did not have any interest rate hedging products as of October 2, 2011. None of the Company's debt and capital lease obligations of \$598.2 million as of October 2, 2011 was subject to changes in short-term interest rates.

***Raw Material and Commodity Price Risk***

The Company is also subject to commodity price risk arising from price movements for certain other commodities included as part of its raw materials. The Company manages this commodity price risk in some cases by entering into contracts with adjustable prices. The Company has not historically used derivative commodity instruments in the management of this risk. The Company estimates that a 10% increase in the market prices of these commodities over the current market prices would cumulatively increase costs during the next 12 months by approximately \$26 million assuming no change in volume.

The Company entered into derivative instruments to hedge essentially all of the diesel fuel purchases for 2010. The Company entered into derivative instruments to hedge substantially all of the projected diesel fuel and unleaded gasoline purchases for the second, third and fourth quarters of 2011. These derivative instruments relate to diesel fuel and unleaded gasoline used by the Company's delivery fleet and other vehicles. The Company pays a fee for these instruments which is amortized over the corresponding period of the instrument. The Company currently accounts for its fuel hedges on a mark-to-market basis with any expense or income being reflected as an adjustment of fuel costs. During 2009, the Company began using derivative instruments to hedge approximately 75% of the projected 2010 and 2011 aluminum purchase requirements. The Company pays a fee for these instruments which is amortized over the corresponding period of the instruments. The Company accounts for its aluminum hedges on a mark-to-market basis with any expense or income being reflected as an adjustment to cost of sales.

***Effects of Changing Prices***

The principal effect of inflation on the Company's operating results is to increase costs. The Company may raise selling prices to offset these cost increases; however, the resulting impact on retail prices may reduce the volume of product purchased by consumers.

**Item 4. Controls and Procedures.**

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act")), pursuant to Rule 13a-15(b) of the Exchange Act. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of October 2, 2011.

There has been no change in the Company's internal control over financial reporting during the quarter ended October 2, 2011 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II OTHER INFORMATION

**Item 1A. Risk Factors.**

There have been no material changes to the factors disclosed in Part I. Item 1A. Risk Factors in the Company's Annual Report on Form 10-K for the year ended January 2, 2011.

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**Item 6. Exhibits.**

Exhibit

Number Description

- 4.1 The registrant, by signing this report, agrees to furnish the Securities and Exchange Commission, upon its request, a copy of any instrument which defines the rights of holders of long-term debt of the registrant and its consolidated subsidiaries which authorizes a total amount of securities not in excess of 10 percent of the total assets of the registrant and its subsidiaries on a consolidated basis.
- 10.1 \$200,000,000 Credit Agreement, dated as of September 21, 2011, by and among the Company, the banks named therein and JPMorgan Chase Bank, N.A., as Administrative Agent.
- 12 Ratio of earnings to fixed charges (filed herewith).
- 31.1 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
- 31.2 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
- 32 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).
- 101 Financial statement from the quarterly report on Form 10-Q of Coca-Cola Bottling Co. Consolidated for the quarter ended October 2, 2011, filed on November 14, 2011, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Operations; (ii) the Consolidated Balance Sheets; (iii) the Consolidated Statements of Changes in Equity; (iv) the Consolidated Statements of Cash Flows and (v) the Notes to the Consolidated Financial Statements tagged as blocks of text.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

COCA-COLA BOTTLING CO. CONSOLIDATED  
(REGISTRANT)

Date: November 14, 2011

By: /s/ James E. Harris  
James E. Harris  
Principal Financial Officer of the Registrant  
and  
Senior Vice President, Shared Services and Chief  
Financial Officer

Date: November 14, 2011

By: /s/ William J. Billiard  
William J. Billiard  
Principal Accounting Officer of the Registrant  
and  
Vice President of Operations Finance and Chief  
Accounting Officer