

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

-----  
FORM T-1

STATEMENT OF ELIGIBILITY

UNDER THE TRUST INDENTURE ACT OF 1939 OF A  
CORPORATION DESIGNATED TO ACT AS TRUSTEE

Check if an application to determine eligibility of a Trustee  
pursuant to Section 305 (b)(2) X

-----  
CITIBANK, N.A.

(Exact name of trustee as specified in its charter)

13-5266470  
(I.R.S. employer  
identification no.)

399 Park Avenue, New York, New York  
(Address of principal executive office)

10043  
(Zip Code)  
-----

COCA-COLA BOTTLING CO. CONSOLIDATED  
(Exact name of obligor 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  
(Address of principal executive offices)

28211  
(Zip Code)

Senior Unsecured Notes

-----  
(Title of the indenture securities)

Item 1. General Information.

Furnish the following information as to the trustee:

- (a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
-----	-----
Comptroller of the Currency	Washington, D.C.
Federal Reserve Bank of New York 33 Liberty Street New York, NY	New York, NY
Federal Deposit Insurance Corporation	Washington, D.C.

- (b) Whether it is authorized to exercise corporate trust powers.

Yes.

Item 2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

Item 16. List of Exhibits.

List below all exhibits filed as a part of this Statement of Eligibility.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as exhibits hereto.

Exhibit 1 - Copy of Articles of Association of the Trustee, as now in effect. (Exhibit 1 to T-1 to Registration Statement No. 2-79983)

Exhibit 2 - Copy of certificate of authority of the Trustee to commence business. (Exhibit 2 to T-1 to Registration Statement No. 2-29577).

Exhibit 3 - Copy of authorization of the Trustee to exercise corporate trust powers. (Exhibit 3 to T-1 to Registration Statement No. 2-55519)

Exhibit 4 - Copy of existing By-Laws of the Trustee. (Exhibit 4 to T-1 to Registration Statement No. 33-34988)

Exhibit 5 - Not applicable.

Exhibit 6 - The consent of the Trustee required by Section 321(b) of the Trust Indenture Act of 1939. (Exhibit 6 to T-1 to Registration Statement No. 33-19227.)

Exhibit 7 - Copy of the latest Report of Condition of Citibank, N.A. (as of June 30, 2002 - attached)

Exhibit 8 - Not applicable.

Exhibit 9 - Not applicable.

-----  
SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, the Trustee, Citibank, N.A., a national banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York and State of New York, on the 4th day of November, 2002.

CITIBANK, N.A.

By /s/John J. Byrnes  
-----  
John J. Byrnes  
Vice President

Charter No. 1461  
 Comptroller of the Currency  
 Northeastern District  
 REPORT OF CONDITION  
 CONSOLIDATING  
 DOMESTIC AND FOREIGN  
 SUBSIDIARIES OF

Citibank, N.A. of New York in the State of New York, at the close of business on June 30, 2002, published in response to call made by Comptroller of the Currency, under Title 12, United States Code, Section 161. Charter Number 1461  
 Comptroller of the Currency Northeastern District.

ASSETS	Thousands of dollars
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	\$10,180,000
Interest-bearing balances	14,852,000
Held-to-maturity securities	160,000
Available-for-sale securities	57,197,000
Federal funds sold in domestic Offices	3,510,000
Securities purchased under agreements to resell	12,290,000
Loans and lease financing receivables:	
Loans and leases held for sale	9,202,000
Loans and Leases, net of unearned income	296,924,000
LESS: Allowance for loan and lease losses	7,496,000
	-----
Loans and leases, net of unearned income, allowance, and reserve	289,428,000
Trading assets	48,656,000
Premises and fixed assets (including capitalized leases)	4,093,000
Other real estate owned	173,000
Investments in unconsolidated subsidiaries and associated companies	803,000
Customers' liability to this bank on acceptances outstanding	1,412,000
Intangible assets: Goodwill	5,280,000
Intangible assets: Other intangible assets	5,155,000
Other assets	24,683,000
	-----
TOTAL ASSETS	\$487,074,000
	=====
<b>LIABILITIES</b>	
Deposits: In domestic offices	\$103,347,000
Noninterest-bearing	18,032,000
Interest-bearing	85,315,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	225,026,000

Noninterest- bearing .....	15,991,000
Interest- bearing .....	209,035,000
Federal funds purchased in domestic Offices .....	13,358,000
Securities sold under agreements to repurchase .....	12,703,000
Demand notes issued to the U.S. Treasury .....	0
Trading liabilities .....	30,055,000
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases): ss .....	29,221,000
Bank's liability on acceptances executed and outstanding .....	1,412,000
Subordinated notes and debentures .....	10,700,000
Other liabilities .....	22,809,000
	-----
TOTAL LIABILITIES .....	\$448,631,000
	-----
Minority interest in consolidated Subsidiaries .....	214,000
EQUITY CAPITAL	
Perpetual preferred stock and related surplus .....	1,950,000
Common stock .....	751,000
Surplus .....	19,217,000
Retained Earnings .....	17,866,000
Accumulated other comprehensive income .....	-1,555,000
Other equity capital components .....	0
TOTAL EQUITY CAPITAL .....	\$38,229,000
TOTAL LIABILITIES AND EQUITY CAPITAL .....	\$487,074,000
	=====

I, Grace B. Vogel, VP and Controller of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

GRACE B VOGEL  
VICE PRESIDENT AND CONTROLLER

We, the undersigned directors, attest to the correctness of this Report of Condition. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

ALAN S. MACDONALD  
WILLIAM R. RHODES  
VICTOR J. MENEZES  
DIRECTORS