PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this report:

1. Financial Statements:
   - Notes to Consolidated Financial Statements.

2. Financial Statement Schedules:
   The schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission (“SEC”) are not required under the related instructions or are inapplicable and, therefore, have been omitted.

3. Exhibits
   In reviewing the agreements included as exhibits to this report, please remember they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about the Company or the other parties to the agreements. The agreements contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:
   - should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;
   - may have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;
   - may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and
   - were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time. Additional information about the Company may be found elsewhere in this report and the Company’s other public filings, which are available without charge through the SEC’s website at http://www.sec.gov.
2.1 Agreement and Plan of Merger by and among The Coca-Cola Company, Mustang Acquisition Company, LLP, Energy Brands Inc. d/b/a Glaceau, and the Stockholder Representatives identified therein, dated as of May 24, 2007 — incorporated herein by reference to Exhibit 2.1 to the Company’s Current Report on Form 8-K filed May 31, 2007. In accordance with Item 601(b)(2) of Regulation S-X, the disclosure schedules to the Agreement and Plan of Merger were not filed. The Agreement and Plan of Merger contains a list briefly identifying the contents of all omitted disclosure schedules and the Company hereby agrees to furnish supplementally a copy of any omitted disclosure schedule to the Securities and Exchange Commission upon request. (With regard to applicable cross-references in this report, the Company’s Current, Quarterly and Annual Reports are filed with the SEC under File No. 1-2217.)

3.1 Certificate of Incorporation of the Company, including Amendment of Certificate of Incorporation, effective May 1, 1996 — incorporated herein by reference to Exhibit 3 of the Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 1996.


4.1 The Company agrees to furnish to the Securities and Exchange Commission, upon request, a copy of any instrument defining the rights of holders of long-term debt of the Company and all of its consolidated subsidiaries and unconsolidated subsidiaries for which financial statements are required to be filed with the SEC.

4.2 Amended and Restated Indenture dated as of April 26, 1988 between the Company and Deutsche Bank Trust Company Americas, as successor to Bankers Trust Company, as trustee — incorporated herein by reference to Exhibit 4.1 to the Company’s Registration Statement on Form S-3 (Registration No. 33-50743) filed on October 25, 1993.

4.3 First Supplemental Indenture dated as of February 24, 1992 to Amended and Restated Indenture dated as of April 26, 1988 between the Company and Deutsche Bank Trust Company Americas, as successor to Bankers Trust Company, as trustee — incorporated herein by reference to Exhibit 4.2 to the Company’s Registration Statement on Form S-3 (Registration No. 33-50743) filed on October 25, 1993.

4.4 Second Supplemental Indenture dated as of November 1, 2007 to Amended and Restated Indenture dated as of April 26, 1988, as amended, between the Company and Deutsche Bank Trust Company Americas, as successor to Bankers Trust Company, as trustee — incorporated herein by reference to Exhibit 4.3 of the Company’s Current Report on Form 8-K filed on March 5, 2009.

4.5 Form of Note for 5.350% Notes due November 15, 2017 — incorporated herein by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed on March 5, 2009.

4.6 Form of Note for 3.625% Notes due March 15, 2014 — incorporated herein by reference to Exhibit 4.4 of the Company’s Current Report on Form 8-K filed on March 5, 2009.

4.7 Form of Note for 4.875% Notes due March 15, 2019 — incorporated herein by reference to Exhibit 4.5 of the Company’s Current Report on Form 8-K filed on March 5, 2009.


10.3.1 1999 Stock Option Plan of the Company, amended and restated through February 18, 2009 — incorporated herein by reference to Exhibit 10.2 to the Company’s Current Report on Form 8-K filed February 18, 2009.*
10.3.2 Form of Stock Option Agreement in connection with the 1999 Stock Option Plan of the Company — incorporated herein by reference to Exhibit 99.1 of the Company’s Current Report on Form 8-K filed February 14, 2007.*

10.3.3 Form of Stock Option Agreement for E. Neville Isdell in connection with the 1999 Stock Option Plan of the Company — incorporated herein by reference to Exhibit 99.2 of the Company’s Current Report on Form 8-K filed February 14, 2007.*

10.3.4 Form of Stock Option Agreement for E. Neville Isdell in connection with the 1999 Stock Option Plan of the Company, as adopted December 12, 2007 — incorporated herein by reference to Exhibit 10.7 of the Company’s Current Report on Form 8-K filed February 21, 2008.*

10.3.5 Form of Stock Option Agreement in connection with the 1999 Stock Option Plan of the Company, as adopted December 12, 2007 — incorporated herein by reference to Exhibit 10.8 of the Company’s Current Report on Form 8-K filed February 21, 2008.*

10.3.6 Form of Stock Option Agreement in connection with the 1999 Stock Option Plan of the Company, as adopted February 18, 2009 — incorporated herein by reference to Exhibit 10.5 of the Company’s Current Report on Form 8-K filed February 18, 2009.*

10.4.1 2002 Stock Option Plan of the Company, amended and restated through February 18, 2009 — incorporated herein by reference to Exhibit 10.3 to the Company’s Current Report on Form 8-K filed February 18, 2009.*

10.4.2 Form of Stock Option Agreement in connection with the 2002 Stock Option Plan, as amended — incorporated herein by reference to Exhibit 10.1 of the Company’s Current Report on Form 8-K filed on December 8, 2004.*

10.4.3 Form of Stock Option Agreement for E. Neville Isdell in connection with the 2002 Stock Option Plan, as amended — incorporated herein by reference to Exhibit 99.1 of the Company’s Current Report on Form 8-K filed on February 23, 2005.*

10.4.4 Form of Stock Option Agreement in connection with the 2002 Stock Option Plan, as adopted December 12, 2007 — incorporated herein by reference to Exhibit 10.9 of the Company’s Current Report on Form 8-K filed on February 21, 2008.*

10.4.5 Form of Stock Option Agreement in connection with the 2002 Stock Option Plan, as adopted February 18, 2009 — incorporated herein by reference to Exhibit 10.6 of the Company’s Current Report on Form 8-K filed on February 18, 2009.*

10.5.1 2008 Stock Option Plan of the Company as amended and restated, effective February 18, 2009 — incorporated herein by reference to Exhibit 10.4 of the Company’s Current Report on Form 8-K filed on February 18, 2009.*

10.5.2 Form of Stock Option Agreement for grants under the Company’s 2008 Stock Option Plan — incorporated herein by reference to Exhibit 10.1 of the Company’s Current Report on Form 8-K filed July 16, 2008.*

10.5.3 Form of Stock Option Agreement for grants under the Company’s 2008 Stock Option Plan, as adopted February 18, 2009 — incorporated herein by reference to Exhibit 10.7 of the Company’s Current Report on Form 8-K filed February 18, 2009.*

10.6 1983 Restricted Stock Award Plan of the Company, as amended through December 1, 2007 — incorporated herein by reference to Exhibit 10.6 of the Company’s Annual Report on Form 10-K or the year ended December 31, 2007.*

10.7.1 1989 Restricted Stock Award Plan of the Company, as amended through February 18, 2009 — incorporated herein by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed February 18, 2009.*

10.7.2 Form of Restricted Stock Agreement (Performance Share Unit Agreement) in connection with the 1989 Restricted Stock Award Plan of the Company — incorporated herein by reference to Exhibit 10.1 of the Company’s Current Report on Form 8-K filed April 19, 2005.*

10.7.4 Form of Restricted Stock Agreement (Performance Share Unit Agreement) for E. Neville Isdell in connection with the 1989 Restricted Stock Award Plan of the Company, as amended — incorporated herein by reference to Exhibit 99.2 of the Company's Current Report on Form 8-K filed on February 23, 2005.*

10.7.5 Form of Restricted Stock Agreement (Performance Share Unit Agreement) in connection with the 1989 Restricted Stock Award Plan of the Company — incorporated herein by reference to Exhibit 99.2 of the Company's Current Report on Form 8-K filed on February 15, 2006.*

10.7.6 Form of Restricted Stock Agreement (Performance Share Unit Agreement) for E. Neville Isdell in connection with the 1989 Restricted Stock Award Plan of the Company — incorporated herein by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K filed on February 17, 2006.*

10.7.7 Form of Restricted Stock Agreement (Performance Share Unit Agreement) in connection with the 1989 Restricted Stock Award Plan of the Company — incorporated herein by reference to Exhibit 99.3 of the Company's Current Report on Form 8-K filed February 14, 2007.*

10.7.8 Form of Restricted Stock Agreement (Performance Share Unit Agreement) for E. Neville Isdell in connection with the 1989 Restricted Stock Award Plan of the Company, as adopted December 12, 2007 — incorporated herein by reference to Exhibit 10.4 of the Company's Current Report on Form 8-K filed February 21, 2008.*


10.7.10 Form of Restricted Stock Agreement (Performance Share Unit Agreement) for France in connection with the 1989 Restricted Stock Award Plan of the Company, as adopted December 12, 2007 — incorporated herein by reference to Exhibit 10.6 of the Company’s Current Report on Form 8-K filed February 21, 2008.*

10.8.1 Compensation Deferral & Investment Program of the Company, as amended, including Amendment Number Four dated November 28, 1995 — incorporated herein by reference to Exhibit 10.13 of the Company’s Annual Report on Form 10-K for the year ended December 31, 1995.*

10.8.2 Amendment Number Five to the Compensation Deferral & Investment Program of the Company, effective as of January 1, 1998 — incorporated herein by reference to Exhibit 10.8.2 of the Company’s Annual Report on Form 10-K for the year ended December 31, 1997.*


10.9.1 Executive Medical Plan of the Company, as amended and restated effective January 1, 2001 — incorporated herein by reference to Exhibit 10.10 of the Company’s Annual Report on Form 10-K for the year ended December 31, 2002.*

10.9.2 Amendment Number One to the Executive Medical Plan of the Company, dated April 15, 2003 — incorporated herein by reference to Exhibit 10.1 of the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2003.*


10.9.5 Amendment Number Four to the Executive Medical Plan of the Company — incorporated herein by reference to Exhibit 10.6 of the Company’s Quarterly Report on Form 10-Q for the quarter ended July 1, 2005.*

10.9.6 Amendment Number Five to the Executive Medical Plan of the Company, dated December 20, 2005 — incorporated herein by reference to Exhibit 10.10.6 of the Company’s Annual Report on Form 10-K for the year ended December 31, 2005.*

10.10.1 Supplemental Pension Plan of the Company (successor plan to the Supplemental Benefit Plan and constitutes the supplemental pension component previously provided pursuant to the Supplemental Benefit Plan), effective January 1, 2008 — incorporated herein by reference to Exhibit 10.4 of the Company’s Quarterly Report on Form 10-Q for the quarter ended March 28, 2008.*

10.10.2 Amendment One to the Company’s Supplemental Pension Plan, dated May 5, 2008 — incorporated herein by reference to Exhibit 10.10.2 of the Company’s Annual Report on Form 10-K for the year ended December 31, 2008.*

10.10.3 Amendment Two to the Company’s Supplemental Pension Plan, dated June 18, 2008 — incorporated herein by reference to Exhibit 10.10.3 of the Company’s Annual Report on Form 10-K for the year ended December 31, 2008.*

10.10.4 Amendment Three to the Company’s Supplemental Pension Plan, dated December 18, 2008 — incorporated herein by reference to Exhibit 10.10.4 of the Company’s Annual Report on Form 10-K for the year ended December 31, 2008.*

10.10.5 Amendment Four to the Company’s Supplemental Pension Plan, dated April 28, 2009 — incorporated herein by reference to Exhibit 10.6 of the Company’s Quarterly Report on Form 10-Q for the quarter ended April 3, 2009.*

10.10.6 Supplemental Pension Plan, Amended and Restated Effective January 1, 2010.*

10.11.1 Supplemental Thrift Plan of the Company (successor plan to the Supplemental Benefit Plan and constitutes the supplemental thrift component previously provided pursuant to the Supplemental Benefit Plan), effective January 1, 2008 — incorporated herein by reference to Exhibit 10.5 of the Company’s Quarterly Report on Form 10-Q for the quarter ended March 28, 2008.*

10.11.2 Amendment One to the Company’s Supplemental Thrift Plan, dated June 18, 2008 — incorporated herein by reference to Exhibit 10.11.2 of the Company’s Annual Report on Form 10-K for the year ended December 31, 2008.*

10.11.3 Amendment Two to the Company’s Supplemental Thrift Plan.*


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<tr>
<th>Exhibit No.</th>
<th>Description</th>
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<tbody>
<tr>
<td>10.17</td>
<td>Form of United States Master Bottler Contract between the Company and Coca-Cola Enterprises Inc. (“Coca-Cola Enterprises”) or its subsidiaries — incorporated herein by reference to Exhibit 10.24 of Coca-Cola Enterprises’ Annual Report on Form 10-K for the fiscal year ended December 30, 1988 (File No. 01-09300).</td>
</tr>
<tr>
<td>10.22.2</td>
<td>Amendment Number One to the Company’s Benefits Plan for Members of the Board of Directors, dated December 16, 2005 — incorporated herein by reference to Exhibit 10.31.2 of the Company’s Annual Report on Form 10-K for the year ended December 31, 2005.*</td>
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<td>Exhibit No.</td>
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<td>10.28</td>
<td>Amendment One to the Company's Severance Pay Plan, dated October 10, 2009.</td>
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<td>10.41</td>
<td>Separation Agreement between the Company and Danny Strickland, dated June 5, 2008 — incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 27, 2008.*</td>
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Exhibit No.


10.42.2 Agreement between the Company and Joseph V. Tripodi, dated December 15, 2008 — incorporated herein by reference to Exhibit 10.42.2 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008.*


10.47 Letter of Understanding between the Company and Ceree Eberly, dated October 26, 2009, including Agreement on Confidentiality, Non-Competition and Non-Solicitation, dated November 1, 2009.*


10.53.2 Amendment Number One to The Coca-Cola Export Corporation International Thrift Plan, as amended and restated, effective October 1, 2007 — incorporated herein by reference to Exhibit 10.56.2 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008.*

Exhibit No.


23.1 Consent of Independent Registered Public Accounting Firm.

24.1 Powers of Attorney of Officers and Directors signing this report.

31.1 Rule 13a-14(a)/15d-14(a) Certification, executed by Muhtar Kent, Chairman of the Board of Directors, Chief Executive Officer and President of The Coca-Cola Company.

31.2 Rule 13a-14(a)/15d-14(a) Certification, executed by Gary P. Fayard, Executive Vice President and Chief Financial Officer of The Coca-Cola Company.

32.1 Certifications required by Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350), executed by Muhtar Kent, Chairman of the Board of Directors, Chief Executive Officer and President of The Coca-Cola Company and by Gary P. Fayard, Executive Vice President and Chief Financial Officer of The Coca-Cola Company.


* Management contracts and compensatory plans and arrangements required to be filed as exhibits pursuant to Item 15(c) of this report.