



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-3010

January 9, 2008

Alan L. Dye  
Hogan & Hartson LLP  
Columbia Square  
555 Thirteenth Street, NW  
Washington, DC 20004

Re: The Coca-Cola Company  
Incoming letter dated December 14, 2007

Dear Mr. Dye:

This is in response to your letter dated December 14, 2007 concerning the shareholder proposals submitted to Coca-Cola by Alice Perry and Northstar Asset Management, Inc. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponents.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Jonathan A. Ingram  
Deputy Chief Counsel

Enclosures

cc: Alice Perry

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

Julie N.W. Goodridge  
President & CEO  
NorthStar Asset Management, Inc.  
P.O. Box 301840  
Boston, MA 02130

CFOCC-00030267

January 9, 2008

**Response of the Office of Chief Counsel**  
**Division of Corporation Finance**

Re: The Coca-Cola Company  
Incoming letter dated December 14, 2007

The proposals request that the board adopt a policy of annually publishing a report on chemical and biological testing data for Coca-Cola's beverage products that contains the results of independent laboratory tests of Coca-Cola's product quality as measured against applicable national laws and Coca-Cola's global quality standards and an explanation of corrective action taken when such tests exceed contaminants permitted under national regulations or Coca-Cola's internal quality standards.

There appears to be some basis for your view that Coca-Cola may exclude the proposals under rule 14a-8(i)(7), as relating to Coca-Cola's ordinary business operations (i.e., general conduct of a legal compliance program). Accordingly, we will not recommend enforcement action to the Commission if Coca-Cola omits the proposals from its proxy materials in reliance on rule 14a-8(i)(7). In reaching this position, we have not found it necessary to address the alternative basis for omission upon which Coca-Cola relies.

Sincerely,

Peggy Kim  
Attorney-Adviser

HOGAN &  
HARTSON

RECEIVED  
2007 DEC 17 PM 12:34  
OFFICE OF CHIEF COUNSEL  
CORPORATION FINANCE

Hogan & Hartson LLP  
Columbia Square  
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[www.hhlaw.com](http://www.hhlaw.com)

**Rule 14a-8(i)(7)**  
**Rule 14a-8(i)(3)**

December 14, 2007

**BY HAND DELIVERY**

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
Office of Chief Counsel  
100 F Street, N.E.  
Washington, D.C. 20549

**Re: The Coca-Cola Company – Shareholder Proposals Submitted by Alice de V.  
Perry and Northstar Asset Management**

Ladies and Gentlemen:

We are writing on behalf of The Coca-Cola Company (the “Company”) pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934 to notify the Commission of the Company’s intention to exclude from its proxy materials for its 2008 annual meeting of shareowners two shareholder proposals (each a “Proposal” and together, the “Proposals”) received from Alice Perry and Northstar Asset Management (“Northstar”) (each a “Proponent” and together, the “Proponents”). Ms. Perry’s Proposal was received by the Company on November 7, 2007 and Northstar’s Proposal was received by the Company on November 9, 2007. The Proposals are identical. We also request confirmation that the staff will not recommend to the Commission that enforcement action be taken if the Company excludes the Proposals from its 2008 proxy materials in reliance on Rule 14a-8(i)(7) and Rule 14a-8(i)(3) under the Exchange Act.

A copy of each Proposal and the accompanying supporting statements, together with related correspondence received from Ms. Perry and Northstar, are attached as Exhibits 1 and 2, respectively.

In accordance with Rule 14a-8(j), we have enclosed six copies of this letter, including the exhibits. Copies of this letter also are being provided simultaneously to the Proponents.

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Division of Corporation Finance  
Office of the Chief Counsel  
December 14, 2007  
Page 2

The Company currently intends to file definitive copies of its proxy materials with the Commission on or about March 3, 2008.

### **The Proposal**

The Proposals request that the Company's shareowners approve the following resolution:

"BE IT RESOLVED: Shareholders request that the Board adopt a policy of annually publishing a report on chemical and biological testing data for Coca-Cola's beverage products. The report shall contain the following information:

- The cumulative results of independent laboratory tests of its product quality against the applicable national laws and against the global quality standards that Coca-Cola has established;
- In cases where individual tests exceed contaminants permitted under national regulations or Coca-Cola's internal quality standards, an explanation shall be provided that includes the corrective action taken;

The report shall be prepared at reasonable expense and may omit proprietary information or disclosures prohibited by national law. The company shall make consumers aware of the availability of these reports and how to access this information."

### **Rule 14a-8(i)(7): Ordinary Business Operations**

Rule 14a-8(i)(7) permits the exclusion of a shareholder proposal that "deals with a matter relating to the company's ordinary business operations." According to the Commission's release accompanying the 1998 amendments to Rule 14a-8, the underlying policy of the ordinary business exclusion is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual meeting." *Release No. 34-40018* (May 21, 1998) (the "1998 Release").

The Commission's 1998 release established two "central considerations" underlying the ordinary business exclusion. The first is that "certain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight." The second is that a proposal should not "seek[] to 'micro-manage' the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment."

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A shareholder proposal that calls on the board of directors to issue a report to shareholders is excludable under Rule 14a-8(i)(7) as relating to an ordinary business matter if the subject matter of the report relates to the company's ordinary business operations. See *Release No. 34-20091* (August 16, 1983). Accordingly, the Commission has consistently permitted the exclusion of shareholder proposals that request the issuance of a report where the subject matter of the requested report relates to an ordinary business matter. See *ACE Limited* (March 19, 2007) (allowing exclusion of a shareholder proposal requesting a report relating to the company's strategy and actions related to climate change); *Pfizer Inc.* (January 13, 2006) (allowing exclusion of a shareholder proposal requesting a report on the risks of liability arising from the distribution of certain of the company's products); and *Bear Stearns Companies Inc.* (February 14, 2007) (allowing exclusion of proposal requesting a "Sarbanes-Oxley Right-to-Know" report).

As discussed below, the staff has previously concluded that a shareholder proposal relates to "ordinary business operations," and thus is properly excluded from a company's proxy materials pursuant to Rule 14a-8(i)(7), where the proposal (i) relates to compliance with federal and state laws governing the subject matter of the proposal, or (ii) involves an assessment of the internal risks and liabilities the company faces as a result of its operations.

#### *Compliance with Federal and State Laws Involves Ordinary Business Operations*

The Proposals request that the Company publish an annual report containing, among other things, the cumulative results of independent laboratory tests of its product quality against "applicable national laws" and, where the tests exceed contaminants permitted under "national regulations," an explanation of the corrective action taken by the Company. Consistent with staff precedent, the Company believes that the Proposals may be excluded under Rule 14a-8(i)(7) because compliance with "applicable national laws" and "national regulations," or the federal and state laws governing the subject matter of the Proposals (i.e., the Company's legal compliance program), is a fundamental component of the day-to-day operations of the Company.

The staff has consistently permitted companies to exclude shareholder proposals that relate to compliance with state and federal laws and regulations. See, e.g., *Ford Motor Company* (March 19, 2007) (allowing exclusion of a proposal requesting the appointment of an independent legal advisory commission to investigate "Security Law" violations associated with company's Value Enhancement Program); *Bear Stearns Companies Inc.* (February 14, 2007) (allowing exclusion of a proposal requesting a report assessing the costs and benefits of the company's compliance with the Sarbanes-Oxley Act and the impact of the Act on the company's operations); *Hormel Foods Corporation* (November 19, 2002) (allowing exclusion of a proposal requesting a report on the standards for the use of antibiotics by meat suppliers because such activities are regulated by federal, state and local regulations in the food safety area); and

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*Willamette Industries, Inc.* (March 20, 2001) (allowing exclusion of a proposal that requested a report on the company's environmental compliance program). In *Bear Stearns*, the staff's response specifically noted that the proposal required an assessment of the company's "legal compliance program," which is an element of ordinary business operations.

The Company's beverage products, and the chemical and biological testing that must be performed on those products, are subject to extensive multi-national, federal, state and local laws and regulations, including, without limitation, those of the U.S. Food & Drug Administration ("FDA") and the Environmental Protection Agency ("EPA"). The supporting statement accompanying the Proposals specifically acknowledges that the Company's bottled water in the United States is regulated by the FDA, and notes that the EPA requires extensive testing of tap water sources. In addition, the Company has established its own internal quality management system, which is benchmarked against internationally recognized requirements for quality and environmental standards by the Société Générale de Surveillance-International Certification Services and Lloyd's Register Quality Assurance. A copy of the relevant portion of the Company's 2006 Corporate Responsibility Review is attached to this letter as Exhibit 3. For more detailed information on the Company's product quality review process, including The Coca-Cola Quality System – Evolution 3 (the third iteration)(TCCQS), see the following website: <http://www.thecoca-colacompany.com/citizenship/quality.html>.

While the Proposals do not specifically mention the word "compliance," at their core, the Proposals seek to compel the Company to retain an independent laboratory to test the Company's beverage products for compliance with the laws governing their composition and quality and to issue a report on the extent to which any product fails to satisfy legal requirements. The Company's design, manufacture and testing of its beverage products to comply with the myriad of multi-national, federal, state and local laws applicable to the Company fall squarely within the Company's day-to-day ordinary business operations. Moreover, given the numerous multi-national, federal, state and local laws that apply to the Company's beverage products, the Proposals request information relating to matters that can not, as a practical matter, be subject to direct shareholder oversight.

Further, the Proposals would require the report to include an explanation regarding the "corrective action" taken where individual product tests show that a product contains contaminants exceeding levels permitted under national regulations or the Company's internal quality standards. On these highly regulated and complex matters, it is doubtful the average Company shareowner will be in a position to evaluate whether corrective action was appropriate, or whether any corrective action taken was sufficient. Because the Proposals seek to 'micro-manage' the Company by probing too deeply into matters of a complex nature upon which the Company's shareowners, as a group, would not be in a position to make an informed judgment, the Proposals may be excluded under Rule 14a-8(i)(7).

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*Assessment of Internal Risks Involves Ordinary Business Operations*

The Proposals also may be excluded under Rule 14a-8(i)(7) because they seek an internal assessment of the risks or liabilities that the Company faces as a result of its operations. In *Staff Legal Bulletin No. 14C* (June 28, 2005), the staff provided clarification regarding the application of Rule 14a-8(i)(7), stating that “[t]o the extent that a proposal and supporting statement focus on the company engaging in an internal assessment of the risks or liabilities that the company faces as a result of its operations...we concur with the company’s view that there is a basis for it to exclude the proposal under rule 14a-8(i)(7) as relating to an evaluation of risk.” On the other hand, in *SLB No. 14C*, the staff stated “[t]o the extent that a proposal and supporting statement focus on the company minimizing or eliminating operations that may adversely affect the environment or the public’s health, we do not concur with the company’s view that there is a basis for it to exclude the proposal under rule 14a-8(i)(7).”

The staff has excluded similar shareholder proposals that have requested reports on ordinary business operations even when the proposals could be viewed as touching upon a “socially significant issue.” See, e.g., *Family Dollar Stores, Inc.* (November 6, 2007) (allowing exclusion of a proposal that requested a report evaluating the company’s policies and procedures for minimizing customers’ exposure to toxic substances and hazardous components in its marketed products); *Wal-Mart Stores, Inc.* (March 24, 2006)(allowing exclusion of a proposal seeking a report on the company’s policies and procedures for minimizing customer exposure to toxic substances in products); and *Walgreen Co.* (available October 13, 2006)(allowing exclusion of a proposal requesting a report that would characterize the levels of dangerous chemicals in the company’s products and describe options for new ways to improve the safety of the company’s products).

The Proposals clearly do not request that the Company “minimize” or “eliminate” any of its operations that may impact the public’s health or the environment. Similar to *Family Dollar Stores*, *Wal-Mart* and *Walgreen*, the underlying subject matter of the Proposals is the Company’s chemical and biological testing of its various beverage products for compliance with applicable laws. The Proposals do not, therefore, fall within the public health and environment “significant policy” exception to exclusion under Rule 14a-8(i)(7).

On the contrary, the supporting statements focus on minimizing future liabilities (i.e., “millions of dollars in lost sales”), protecting brand reputation and avoiding risk to the Company’s leadership position in the industry. In effect, therefore, the Proposals ask the Company to engage in, and report on, an assessment of the legal compliance risks related to its beverage products.

**Rule 14a-8(i)(3): False or Misleading Statements**

Rule 14a-8(i)(3) permits an issuer to omit a shareholder proposal and the related supporting statement from its proxy materials if such proposal or supporting statement “is contrary to the proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in proxy materials.” In *Staff Legal Bulletin No. 14B* (September 15, 2004), the staff stated exclusion under Rule 14a-8(i)(3) may be appropriate where “the resolution in the proposal is so inherently vague or indefinite that neither the stockholders voting on the proposal, nor the company in implementing the proposal (if adopted), would be able to determine with any reasonable certainty exactly what actions or measures the proposal requires.”

In *Berkshire Hathaway Inc.* (March 2, 2007), the staff permitted the company to exclude as vague and indefinite a proposal seeking to restrict the company from investing in securities of any foreign corporation that engages in activities prohibited for U.S. corporations by Executive Order of the President of the United States. There, the company successfully argued that shareholders would not be fully informed as to the potential scope of the proposal as the number of prohibited investments could be indefinite.

Likewise, the Company’s shareowners would be unable to fully grasp the scope of the Proposals. The Proposals ask the Company to report on “the results of independent laboratory tests of its product quality against the applicable national laws” (emphasis added) and in cases where “individual tests exceed contaminants permitted under national regulations or Coca-Cola’s internal quality standards, an explanation shall be provided that includes the corrective action taken” (emphasis added). As discussed above, the Company is a multi-national organization with operations in more than 200 countries. Accordingly, the terms “applicable national laws” and “national regulations” have a scope not readily apparent to the Company’s shareowners.

In addition, the Proposals are vague and indefinite because, if adopted, the Company would not be able to determine with any reasonable certainty exactly what actions or measures the Proposals require. The Proposals seek a report on “chemical and biological testing data” but do not define the scope of the chemical and biological tests. As discussed above, the regulations and requirements relating to beverage product testing are extensive and a report on such matters could be exceptionally lengthy. Furthermore, the Proposals provide that the report “shall be prepared at reasonable expense and may omit proprietary information or disclosures prohibited by national law.” If the Company were to limit any such report to “reasonable expense,” it would likely have to curtail the levels of testing that may be undertaken, which may result in a report covering chemical or biological substances that are different from the chemical or biological substances the Proponents and the Company’s shareowners may have anticipated.

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These questions and concerns demonstrate that the Proposals are sufficiently vague and indefinite to warrant exclusion. The ambiguous references to “applicable national laws” and “national regulations” would preclude the Company’s shareowners from making an informed decision regarding the Proposals. In addition, the Company would not be able to determine with any reasonable certainty what actions or measures the Proposals require. Thus, the Proposals may be excluded pursuant to Rule 14a-8(i)(3).

**Conclusion**

For the reasons set forth above, it is our view that the Company may exclude the Proposals from its proxy materials under Rule 14a-8(i)(7) and Rule 14a-8(i)(3), and we request confirmation that the staff will not recommend any enforcement action to the Commission if the Company so excludes the Proposals.

When a written response to this letter becomes available, please fax the letter to me at (202) 637-5910. Should the staff have any questions in the meantime, please feel free to call me at (202) 637-5737.

Sincerely,



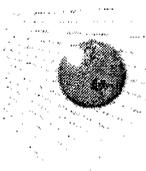
Alan L. Dye

cc: Alice Perry  
Northstar Asset Management  
Carol C. Hayes  
Mark E. Preisinger  
Anita J. Kamenz

Enclosures

**Exhibit 1**

**Copy of the Perry Proposal and  
Correspondence**



SHAREOWNER  
SERVICES/US/NA/TCCC  
11/08/2007 10:45 AM

To Mark E. Preisinger/US/NA/TCCC@TCCC, Jane A.  
Kamenz/US/NA/TCCC@TCCC  
cc Karen Danielson/US/NA/TCCC@TCCC  
bcc  
Subject Fw: Sharing Resolution - Filing

History: This message has been replied to and forwarded.

The attached shareowner proposal was retrieved this morning from the shareowner services e-mail box.

Jane, Ms. Perry is not a shareowner of record -- email states beneficial ownership.

Priscilla

Priscilla Singleton  
Assistant Manager, Shareowner Services  
The Coca-Cola Company  
Office: 404 672-2606  
FAX: 404 598-2606  
prsingleton@na.ko.com

----- Forwarded by SHAREOWNER SERVICES/US/NA/TCCC on 11/08/2007 10:34 AM -----



"Allie Perry"  
\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*  
11/07/2007 08:59 PM

To SHAREOWNER SERVICES/US/NA/TCCC@TCCC  
cc <mhays@stopcorporateabuse.org>, "Cowan, Howard S."  
<HCOWAN@FIDUCIARY-TRUST.COM>  
Subject Sharing Resolution - Filing

\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

November 7, 2007

Ms. Carol Crofoot Hayes  
Associate General Counsel & Secretary  
The Coca-Cola Company  
P.O. Box 1734  
Atlanta, GA 30301

VIA EMAIL

Dear Ms. Hayes,

As a long-time shareholder of Coca-Cola, I am concerned about the repeated safety problems with our company's beverages and their effect on Coca-Cola's valued reputation.

Therefore as the beneficial owner of 328 shares of Coca-Cola common stock, I hereby submit the

attached shareholder proposal for inclusion in the next proxy statement and consideration at the 2008 shareholder meeting in accordance with Rule 14a-8 of the general rules and regulations of the Securities and Exchange Act of 1934. I have held these shares for more than one year and intend to hold the stock until at least the next annual meeting. Proof of ownership will be provided to you by a separate email from Howard Cowan of Fiduciary Trust, Boston.

The resolution asks the Board of Directors to adopt a policy of reporting on the chemical and biological testing done on our company's beverage products. In filing this proposal, we are acting as co-filers of the identical proposal filed by NorthStar Asset Management, Inc. Please copy all correspondence pertaining to this proposal to: Mark Hays, Corporate Accountability International, 46 Plympton St., Boston, MA 02118, who is assisting me with this proposal. If the Company is willing to meet the requests made in this proposal I would be pleased to withdraw it.

Respectfully,

Alice Perry



Coca-Cola resolution for April 2008 Final.doc

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## Disclosure of Beverage Product Safety Testing Information

### WHEREAS:

Coca-Cola's continued reluctance to respond to shifting consumer expectations regarding disclosure of product information puts at risk its leadership position within the industry;

- In July 2007, in response to public demand, Pepsi raised the bar for disclosure by announcing it will add the words "Public Water Source" to its Aquafina brand labels, making clear that Aquafina uses municipal water as its source;
- In October 2007, California Governor Schwarzenegger signed a law requiring beverage companies in California to provide consumers with reports on chemical and biological contaminants in bottled water products;

In recent years, Coca-Cola and its shareholders have suffered millions of dollars in lost sales, and damage to our corporation's reputation as a result of questions about the safety of its beverage products, especially bottled water;

- In 2004, just weeks after launching Dasani bottled water in Great Britain, Coke recalled half a million bottles of Dasani containing illegal levels of bromate, which entered the water during the bottling process;
- In August 2006, seven states in India banned Coke products after the Centre for Science and the Environment found (for the second time in three years) widespread pesticide contamination in Coke's products exceeding allowable limits;

Coke defends itself by claiming uniform product quality standards around the world, yet refuses to release the data that would allow safety-conscious consumers to verify this claim;

Coca-Cola's bottled water in the United States is regulated by the Food and Drug Administration (FDA), which requires that bacteria be tested for weekly, but does not require that the results of the testing be publicly disclosed;

Americans' preferred beverage — tap water — is regulated by the Environmental Protection Agency (EPA), which requires large water systems to test for bacteria at least 100 times a month;

- The EPA requires public water system operators to publish and distribute annual reports listing the water source of the system, the treatment processes used, the cumulative range of all of the tests conducted during the year and explanations of any tests that exceeded allowable limits and any corrective action taken;
- A 2003 Gallup poll found that 94% of Americans agreed that receiving information on possible contaminants in their tap water was important.

**BE IT RESOLVED:**

Shareholders request that the Board adopt a policy of annually publishing a report on chemical and biological testing data for Coca-Cola's beverage products. The report shall contain the following information:

- The cumulative results of independent laboratory tests of its product quality against the applicable national laws and against the global quality standards that Coca-Cola has established;
- In cases where individual tests exceed contaminants permitted under national regulations or Coca-Cola's internal quality standards, an explanation shall be provided that includes the corrective action taken;

The report shall be prepared at reasonable expense and may omit proprietary information or disclosures prohibited by national law. The company shall make consumers aware of the availability of these reports and how to access this information.

November 13, 2007

\* Via Email \*

[shareowneraffairs@na.ko.com](mailto:shareowneraffairs@na.ko.com)

Ms. Carol Crofoot Hayes  
Associate General Counsel and Secretary  
The Coca-Cola Company  
P.O. Box 1734  
Atlanta, GA 30301

Dear Ms. Hayes,

This letter verifies that Fiduciary Trust acts as custodian for Alice de V. Perry \*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*, and holds on her behalf 328 shares of The Coca-Cola Company common stock. Ms. Perry has continuously held these shares since November 6, 2005. \*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

Sincerely,

Howard S. Cowan CFP ®  
Senior Account Officer

[hcowan@fiduciary-trust.com](mailto:hcowan@fiduciary-trust.com)  
617-574-3420



SHAREOWNER  
SERVICES/US/NA/TCCC

11/13/2007 03:01 PM

To Mark E. Preisinger/US/NA/TCCC@TCCC, Jane A.  
Kamenz/US/NA/TCCC@TCCC

cc Cathy Del Toro/US/NA/TCCC@TCCC, Karen  
Danielson/US/NA/TCCC@TCCC

bcc

Subject Fw: Letter on behalf of Alice Dev Perry

The email below from Howard Cowan of Fiduciary Trust, Boston with the attached Proof of ownership for Alice Perry was retrieved from the Shareowner Services email box today.

Priscilla

Priscilla Singleton  
Assistant Manager, Shareowner Services  
The Coca-Cola Company  
Office: 404 672-2606  
FAX: 404 598-2606  
prsingleton@na.ko.com

----- Forwarded by SHAREOWNER SERVICES/US/NA/TCCC on 11/13/2007 02:55 PM -----



"Cowan, Howard S."  
<HCOWAN@FIDUCIARY-TR  
UST.COM>

11/13/2007 09:00 AM

To SHAREOWNER SERVICES/US/NA/TCCC@TCCC

cc "Allie Perry" <FISMA & OMB Memorandum M-07-16 \*\*\*

Subject Letter on behalf of Alice Dev Perry

Please find attached a letter that Alice Dev. Perry has asked me to forward to you.

Sincerely,  
Howie Cowan

Howard S. Cowan CFP®  
Senior Account Officer  
Fiduciary Trust Company  
175 Federal Street  
Boston, MA 02110  
(617) 574-3420 (phone)  
(617) 422-6947 (fax)  
www.hcowan@fiduciary-trust.com



Allie Perry proof of ownership - Coke resolution5.doc

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**Exhibit 2**

**Copy of the Northstar Proposal and  
Correspondence**

November 9, 2007

Ms. Carol Crofoot Hayes  
Associate General Counsel & Secretary  
The Coca-Cola Company  
P.O. Box 1734  
Atlanta, GA 30301

VIA EMAIL

Dear Ms. Hayes,

As a long-time shareholder of Coca-Cola, we are concerned about the repeated safety problems with our company's beverages and their effect on Coca-Cola's valued reputation.

Therefore as the beneficial owner of 2400 shares of Coca-Cola common stock, NorthStar Asset Management, Inc. hereby submits the attached shareholder proposal for inclusion in the next proxy statement and consideration at the 2008 shareholder meeting in accordance with Rule 14a-8 of the general rules and regulations of the Securities and Exchange Act of 1934. We have held these shares for more than one year and intend to hold the stock until at least the next annual meeting. Proof of ownership is attached.

The resolution asks the Board of Directors to adopt a policy of reporting on the chemical and biological testing done on our company's beverage products. In filing this proposal, we are acting as the primary filer. We expect others to join us as co-filers in this effort.

Please copy all correspondence pertaining to this proposal to: Mark Hays, Corporate Accountability International, 46 Plympton St., Boston, MA 02118, who is assisting us with this proposal. If the Company is willing to meet the requests made in this proposal we would be pleased to withdraw it.

Respectfully,  
Julie N.W. Goodridge,  
President & CEO

Margaret J. Covert  
Shareholder Activism Coordinator  
NorthStar Asset Management, Inc.  
PO Box 301840  
Boston, MA 02130  
617-522-2635  
www.northstarasset.com



Coca-Cola resolution for April 2008.Final.doc

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CFOCC-00030284

## Disclosure of Beverage Product Safety Testing Information

### WHEREAS:

Coca-Cola's continued reluctance to respond to shifting consumer expectations regarding disclosure of product information puts at risk its leadership position within the industry;

- In July 2007, in response to public demand, Pepsi raised the bar for disclosure by announcing it will add the words "Public Water Source" to its Aquafina brand labels, making clear that Aquafina uses municipal water as its source;
- In October 2007, California Governor Schwarzenegger signed a law requiring beverage companies in California to provide consumers with reports on chemical and biological contaminants in bottled water products;

In recent years, Coca-Cola and its shareholders have suffered millions of dollars in lost sales, and damage to our corporation's reputation as a result of questions about the safety of its beverage products, especially bottled water;

- In 2004, just weeks after launching Dasani bottled water in Great Britain, Coke recalled half a million bottles of Dasani containing illegal levels of bromate, which entered the water during the bottling process;
- In August 2006, seven states in India banned Coke products after the Centre for Science and the Environment found (for the second time in three years) widespread pesticide contamination in Coke's products exceeding allowable limits;

Coke defends itself by claiming uniform product quality standards around the world, yet refuses to release the data that would allow safety-conscious consumers to verify this claim;

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Americans' preferred beverage — tap water — is regulated by the Environmental Protection Agency (EPA), which requires large water systems to test for bacteria at least 100 times a month;

- The EPA requires public water system operators to publish and distribute annual reports listing the water source of the system, the treatment processes used, the cumulative range of all of the tests conducted during the year and explanations of any tests that exceeded allowable limits and any corrective action taken;
- A 2003 Gallup poll found that 94% of Americans agreed that receiving information on possible contaminants in their tap water was important.

**BE IT RESOLVED:**

Shareholders request that the Board adopt a policy of annually publishing a report on chemical and biological testing data for Coca-Cola's beverage products. The report shall contain the following information:

- The cumulative results of independent laboratory tests of its product quality against the applicable national laws and against the global quality standards that Coca-Cola has established;
- In cases where individual tests exceed contaminants permitted under national regulations or Coca-Cola's internal quality standards, an explanation shall be provided that includes the corrective action taken;

The report shall be prepared at reasonable expense and may omit proprietary information or disclosures prohibited by national law. The company shall make consumers aware of the availability of these reports and how to access this information.

# The Coca-Cola Company

COCA-COLA PLAZA  
ATLANTA, GEORGIA

LEGAL DIVISION

November 19, 2007

ADDRESS REPLY TO  
P.O. DRAWER 1734  
ATLANTA, GA 30301  
404 676-2121  
OUR REFERENCE NO.

**By Certified Mail, Return Receipt Requested**

Ms. Margaret J. Covert  
Shareholder Activism Coordinator  
NorthStar Asset Management, Inc.  
P.O. Box 301840  
Boston, MA 02130

Re: Proposal for Action at the 2008 Annual Meeting of Shareowners

Dear Ms. Covert:

Ms. Carol Crofoot Hayes, Associate General Counsel and Secretary of The Coca-Cola Company (the "Company"), provided me with a copy of your letter dated November 9, 2007 addressed to her. The letter was received on November 9, 2007 and a copy is attached.

Rule 14a-8(f) under the Securities Exchange Act of 1934, as amended, requires us to notify you of the following eligibility deficiency in your letter:

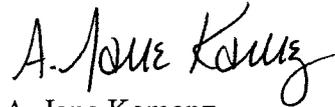
You did not include any information to prove that NorthStar Asset Management, Inc. ("NorthStar") has continuously held, for at least one year prior to the date you submitted its proposal, shares of Company Common Stock having at least \$2,000 in market value or 1% of the outstanding shares of Company Common Stock as required by Rule 14a-8(b). Our records do not list NorthStar as a registered holder of shares of Company Common Stock. Since NorthStar is not a registered holder of shares of Company Common Stock, Rule 14a-8(b)(2) [Question 2] tells you how to prove its eligibility (for example if the shares are held indirectly through its broker or bank).

The requested information must be furnished to us electronically or be postmarked no later than 14 days from the date you receive this letter of notification. If NorthStar does not do so, we may exclude its proposal from our proxy materials. For your reference, we have attached a copy of Rule 14a-8. To transmit your reply electronically, please reply to my attention at the following fax number: 404-598-2187 or e-mail at [jkamenz@na.ko.com](mailto:jkamenz@na.ko.com); to reply by courier, please reply to my attention at NAT 2160A, One Coca-Cola Plaza, Atlanta, Georgia 30313, or by mail to NAT 2160A, P.O. Box 1734, Atlanta, Georgia, 30301-1734.

Ms. Margaret J. Covert  
November 19, 2007  
Page -2-

Please do not hesitate to call me at 404-676-2187 should you have any questions.  
We appreciate your interest in the Company.

Very truly yours,



A. Jane Kamenz  
Attorney

cc: Carol C. Hayes  
Mark Hays, Corporate Accountability International  
Mark Preisinger



SHAREOWNER  
SERVICES/US/NA/TCCC  
11/09/2007 03:11 PM

To Mark E. Preisinger/US/NA/TCCC@TCCC, Jane A.  
Kamenz/US/NA/TCCC@TCCC  
cc Cathy Del Toro/US/NA/TCCC@TCCC, Karen  
Danielson/US/NA/TCCC@TCCC  
bcc

Subject Fw: Shareholder Proposal for 2008 AGM

The attached shareowner proposal, submitted by NorthStar Asset Management, Inc., was retrieved this afternoon from the shareowner services e-mail box.

Jane, NorthStar is a beneficial owner.

Priscilla

Priscilla Singleton  
Assistant Manager, Shareowner Services  
The Coca-Cola Company  
Office: 404 672-2606  
FAX: 404 598-2606  
prsingleton@na.ko.com

----- Forwarded by SHAREOWNER SERVICES/US/NA/TCCC on 11/09/2007 03:07 PM -----



"Margaret Covert"  
<mcovert@northstarasset.co  
m>  
11/09/2007 11:11 AM

To SHAREOWNER SERVICES/US/NA/TCCC@TCCC  
cc  
Subject Shareholder Proposal for 2008 AGM

November 9, 2007

Ms. Carol Crofoot Hayes  
Associate General Counsel & Secretary  
The Coca-Cola Company  
P.O. Box 1734  
Atlanta, GA 30301

VIA EMAIL

Dear Ms. Hayes,

As a long-time shareholder of Coca-Cola, we are concerned about the repeated safety problems with our company's beverages and their effect on Coca-Cola's valued reputation.

Therefore as the beneficial owner of 2400 shares of Coca-Cola common stock, NorthStar Asset Management, Inc. hereby submits the attached shareholder proposal for inclusion in the next proxy statement and consideration at the 2008 shareholder meeting in accordance with Rule 14a-8 of the general rules and regulations of the Securities and Exchange Act of 1934. We have held these shares for more than one year and intend to hold the stock until at least the next annual meeting. Proof of ownership is attached.

The resolution asks the Board of Directors to adopt a policy of reporting on

the chemical and biological testing done on our company's beverage products. In filing this proposal, we are acting as the primary filer. We expect others to join us as co-filers in this effort.

Please copy all correspondence pertaining to this proposal to: Mark Hays, Corporate Accountability International, 46 Plympton St., Boston, MA 02118, who is assisting us with this proposal. If the Company is willing to meet the requests made in this proposal we would be pleased to withdraw it.

Respectfully,  
Julie N.W. Goodridge,  
President & CEO

Margaret J. Covert  
Shareholder Activism Coordinator  
NorthStar Asset Management, Inc.  
PO Box 301840  
Boston, MA 02130  
617-522-2635  
www.northstarasset.com



Coca-Cola resolution for April 2008.Final.doc

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#### CONFIDENTIALITY NOTICE

This message (including any attachments) contains information that may be confidential. Unless you are the intended recipient (or authorized to receive for the intended recipient), you may not read, print, retain, use, copy, distribute or disclose to anyone the message or any information contained in the message. If you have received the message in error, please advise the sender by reply e-mail, and destroy all copies of the original message (including any attachments).

## **Disclosure of Beverage Product Safety Testing Information**

### **WHEREAS:**

Coca-Cola's continued reluctance to respond to shifting consumer expectations regarding disclosure of product information puts at risk its leadership position within the industry;

- In July 2007, in response to public demand, Pepsi raised the bar for disclosure by announcing it will add the words "Public Water Source" to its Aquafina brand labels, making clear that Aquafina uses municipal water as its source;
- In October 2007, California Governor Schwarzenegger signed a law requiring beverage companies in California to provide consumers with reports on chemical and biological contaminants in bottled water products;

In recent years, Coca-Cola and its shareholders have suffered millions of dollars in lost sales, and damage to our corporation's reputation as a result of questions about the safety of its beverage products, especially bottled water;

- In 2004, just weeks after launching Dasani bottled water in Great Britain, Coke recalled half a million bottles of Dasani containing illegal levels of bromate, which entered the water during the bottling process;
- In August 2006, seven states in India banned Coke products after the Centre for Science and the Environment found (for the second time in three years) widespread pesticide contamination in Coke's products exceeding allowable limits;

Coke defends itself by claiming uniform product quality standards around the world, yet refuses to release the data that would allow safety-conscious consumers to verify this claim;

Coca-Cola's bottled water in the United States is regulated by the Food and Drug Administration (FDA), which requires that bacteria be tested for weekly, but does not require that the results of the testing be publicly disclosed;

Americans' preferred beverage — tap water — is regulated by the Environmental Protection Agency (EPA), which requires large water systems to test for bacteria at least 100 times a month;

- The EPA requires public water system operators to publish and distribute annual reports listing the water source of the system, the treatment processes used, the cumulative range of all of the tests conducted during the year and explanations of any tests that exceeded allowable limits and any corrective action taken;
- A 2003 Gallup poll found that 94% of Americans agreed that receiving information on possible contaminants in their tap water was important.

**BE IT RESOLVED:**

Shareholders request that the Board adopt a policy of annually publishing a report on chemical and biological testing data for Coca-Cola's beverage products. The report shall contain the following information:

- The cumulative results of independent laboratory tests of its product quality against the applicable national laws and against the global quality standards that Coca-Cola has established;
- In cases where individual tests exceed contaminants permitted under national regulations or Coca-Cola's internal quality standards, an explanation shall be provided that includes the corrective action taken;

The report shall be prepared at reasonable expense and may omit proprietary information or disclosures prohibited by national law. The company shall make consumers aware of the availability of these reports and how to access this information.

**NorthStar Asset Management, Inc.**  
 P.O. Box 301840, 43 St. John Street, Boston, Massachusetts 02130  
 Tel: 617-522-2635 Fax: 617-522-3165

**FACSIMILE TRANSMISSION**

TO: A. Jane Kamenz

PHONE: \_\_\_\_\_

\_\_\_\_\_

FAX: \*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

FROM: **Margaret J. Covert**

DATE: 11/26/07

# of PAGES INCLUDING cover 2

MEMO:

Re: 2008 Shareholder proposal

Morgan Stanley

Donna K. Colahan  
Vice President  
Financial Advisor  
Rule 144 Specialist

Ferncroft Corporate Center  
35 Village Road Suite 601  
Middleton, MA 01949  
toll free 800 730 3326  
tel 978 739 9600  
direct 978 739 9608  
fax 978 739 9659

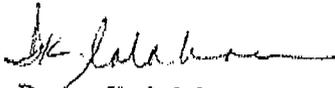
October 31, 2007

Ms. Carol Crofoot Hayes  
Corporate Secretary  
Coca-Cola Co.  
PO Box 1734  
Atlanta, GA 30301

Dear MS. Hayes:

Morgan Stanley acts as the custodian for NorthStar Asset Management, Inc. As of October 31, 2007, Morgan Stanley held on behalf of NorthStar Asset Management, Inc. 2400 Coca Cola common stock in its clients' account. Morgan Stanley has continuously held these shares on behalf of NorthStar prior to October 31, 2006.

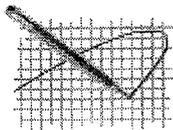
Sincerely,



Donna K. Colahan  
Vice President  
Financial Advisor

*Investments and Services are offered through Morgan Stanley & Co. Incorporated, member SIPC.*

TOTAL P.02



6175223165

11/26/2007 10:34 AM

Please respond to  
6175223165@ATLFAX3

To Jane A. Kamenz/US/NA/TCCC

cc

bcc

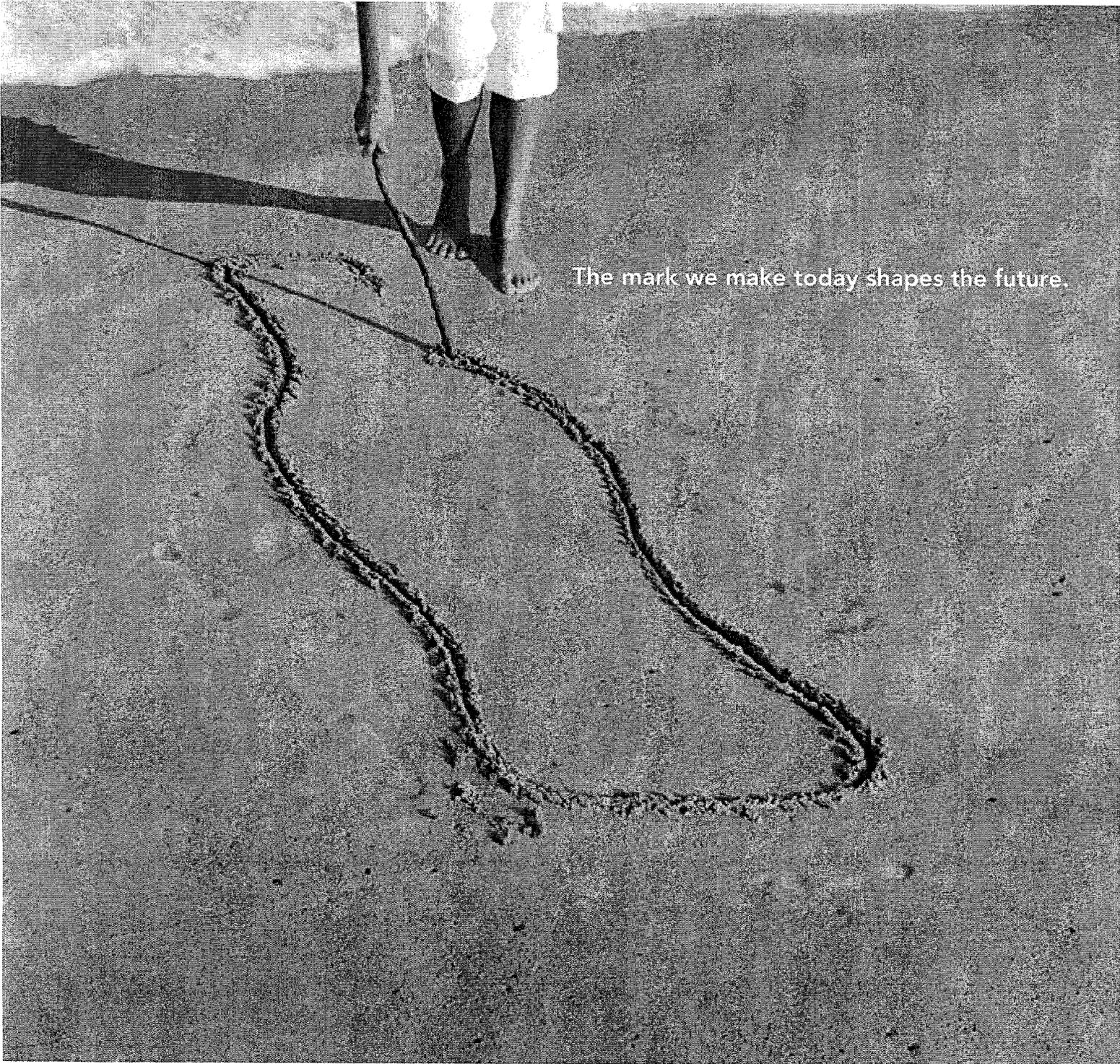
Subject Fax Received: 6175223165 [82187] 2 page(s)

A 2 page(s) fax has been received from 6175223165.

For more information follow this document link to the inbound log entry . -> 

**Exhibit 3**

**Copies of Relevant Portions of the Company's  
Product Quality Standards**



The mark we make today shapes the future.

## Product Quality

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We have a single set of global quality standards and an uncompromising commitment to product safety and quality.

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Product quality issues or allegations of product contamination, even when false or unfounded, could tarnish the image of affected brands and the Coca-Cola business.

Our quality management system, *The Coca-Cola Quality System* (TCCQS)—*Evolution 3*, coordinates and guides our activities to ensure quality in everything we do. Everyone who works for or with the Company is empowered and expected to maintain the highest standards of quality in products, processes and relationships.

The third evolution of TCCQS has been benchmarked against internationally recognized requirements for quality (ISO 9001:2000), environmental (ISO 14001:2004) and occupational health and safety (OHSAS 18001:1999) standards by the Société Générale de Surveillance-International Certification Services (SGS-ICS) and Lloyd's Register Quality

Assurance (LRQA). SGS-ICS and LRQA found that TCCQS—*Evolution 3* meets the requirements of all three standards.

The Coca-Cola Company has stringent global standards for all of the ingredients used in its beverages. Through TCCQS, 441 different tests are carried out routinely by bottling operations and external laboratories to ensure the safety and quality of our beverages.

Our processes undergo constant scrutiny to safeguard the water we use in our products and the packaging that carries them to our consumers. Additionally, we inform and educate our suppliers about our standards so that they meet the highest quality requirements, and audits are performed to ensure compliance.

In the event that a product quality issue is reported, the Coca-Cola system's Incident Management and Crisis Resolution (IMCR) program responds quickly and effectively. The IMCR program is integrated and aligned throughout the Coca-Cola system, with our bottling partners playing a key role.