

## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

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

1. Financial Statements:

Consolidated Statements of Income—Years ended December 31, 2004, 2003 and 2002.

Consolidated Balance Sheets—December 31, 2004 and 2003.

Consolidated Statements of Cash Flows—Years ended December 31, 2004, 2003 and 2002.

Consolidated Statements of Shareowners' Equity—Years ended December 31, 2004, 2003 and 2002.

Notes to Consolidated Financial Statements.

Report of Independent Registered Public Accounting Firm.

Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting.

2. Financial Statement Schedules:

Schedule II—Valuation and Qualifying Accounts.

All other schedules for which provision is made in the applicable accounting regulations of the SEC are not required under the related instructions or are inapplicable and, therefore, have been omitted.

3. Exhibits:

Exhibit No.

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|--------|---|
| 3.1    | Control and Profit and Loss Transfer Agreement, dated November 21, 2001, between Coca-Cola GmbH and Coca-Cola Erfrischungsgetraenke AG—incorporated herein by reference to Exhibit 2 of the Company's Form 10-Q Quarterly Report for the quarter ended March 31, 2002. (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 Form 10-Q Quarterly Report for the quarter ended March 31, 1996.   |
| 3.2    | By-Laws of the Company, as amended and restated through February 19, 2004—incorporated herein by reference to Exhibit 3.2 of the Company's Form 10-K Annual Report for the year ended December 31, 2003.  |
| 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.  |
| 10.1.1 | The Key Executive Retirement Plan of the Company, as amended—incorporated herein by reference to Exhibit 10.2 of the Company's Form 10-K Annual Report for the year ended December 31, 1995.*   |
| 10.1.2 | Third Amendment to the Key Executive Retirement Plan of the Company, dated as of July 9, 1998—incorporated herein by reference to Exhibit 10.1.2 of the Company's Form 10-K Annual Report for the year ended December 31, 1999.*  |

**Exhibit No.**

- 10.1.3 Fourth Amendment to the Key Executive Retirement Plan of the Company, dated as of February 16, 1999—incorporated herein by reference to Exhibit 10.1.3 of the Company’s Form 10-K Annual Report for the year ended December 31, 1999.\*
- 10.1.4 Fifth Amendment to the Key Executive Retirement Plan of the Company, dated as of January 25, 2000—incorporated herein by reference to Exhibit 10.1.4 of the Company’s Form 10-K Annual Report for the year ended December 31, 1999.\*
- 10.1.5 Amendment Number Six to the Key Executive Retirement Plan of the Company, dated as of February 27, 2003—incorporated herein by reference to Exhibit 10.3 of the Company’s Form 10-Q Quarterly Report for the quarter ended March 31, 2003.\*
- 10.1.6 Amendment Number Seven to the Key Executive Retirement Plan of the Company, dated July 28, 2004, effective as of June 1, 2004—incorporated herein by reference to Exhibit 10.4 of the Company’s Form 10-Q Quarterly Report for the quarter ended September 30, 2004.\*
- 10.2 Supplemental Disability Plan of the Company, as amended and restated effective January 1, 2003—incorporated herein by reference to Exhibit 10.2 of the Company’s Form 10-K Annual Report for the year ended December 31, 2002.\*
- 10.3 The Performance Incentive Plan of the Company, as amended and restated December 17, 2003, effective as of January 1, 2004—incorporated herein by reference to Exhibit 10.3 of the Company’s Form 10-K Annual Report for the year ended December 31, 2003.\*
- 10.4 1991 Stock Option Plan of the Company, as amended and restated through April 20, 1999—incorporated herein by reference to Exhibit 10.2 of the Company’s Form 10-Q Quarterly Report for the quarter ended March 31, 1999.\*
- 10.5 1999 Stock Option Plan of the Company, as amended and restated through February 20, 2002—incorporated herein by reference to Exhibit 10.1 of the Company’s Form 10-Q Quarterly Report for the quarter ended March 31, 2002.\*
- 10.6 2002 Stock Option Plan of the Company, as amended and restated December 17, 2003, effective as of December 1, 2003—incorporated herein by reference to Exhibit 10.6 of the Company’s Form 10-K Annual Report for the year ended December 31, 2003.\*
- 10.6.1 Form of Stock Option Agreement in connection with the 2002 Stock Option Plan, as amended—incorporated by reference to Exhibit 99.1 of the Company’s Form 8-K Current Report filed on December 8, 2004.\*
- 10.6.2 Form of Stock Option Agreement for E. Neville Isdell in connection with the 2002 Stock Option Plan, as amended—incorporated by reference to Exhibit 99.1 of the Company’s Form 8-K Current Report filed February 23, 2005.\*
- 10.7 1983 Restricted Stock Award Plan of the Company, as amended through February 17, 2000—incorporated herein by reference to Exhibit 10.7 of the Company’s Form 10-K Annual Report for the year ended December 31, 1999.\*
- 10.8.1 1989 Restricted Stock Award Plan of the Company, as amended and restated December 17, 2003, effective as of December 1, 2003—incorporated herein by reference to Exhibit 10.8 of the Company’s Form 10-K Annual Report for the year ended December 31, 2003.\*
- 10.8.2 Form of Restricted Stock Agreement (Performance Share Unit Agreement) in connection with the 1989 Restricted Stock Award Plan of the Company, as amended—incorporated herein by reference to Exhibit 10.2 of the Company’s Form 10-Q Quarterly Report for the quarter ended June 30, 2004.\*
- 10.8.3 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 Form 8-K Current Report filed on February 23, 2005.\*

Exhibit No.

- 10.9.1 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 Form 10-K Annual Report for the year ended December 31, 1995.\*
- 10.9.2 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 Form 10-K Annual Report for the year ended December 31, 1997.\*
- 10.9.3 Amendment Number Six to the Compensation Deferral & Investment Program of the Company, dated as of January 12, 2004, effective January 1, 2004—incorporated herein by reference to Exhibit 10.9.3 of the Company’s Form 10-K Annual Report for the year ended December 31, 2003.\*
- 10.10.1 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 Form 10-K Annual Report for the year ended December 31, 2002.\*
- 10.10.2 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 Form 10-Q Quarterly Report for the quarter ended June 30, 2003.\*
- 10.10.3 Amendment Number Two to the Executive Medical Plan of the Company, dated August 27, 2003—incorporated herein by reference to Exhibit 10 of the Company’s Form 10-Q Quarterly Report for the quarter ended September 30, 2003.\*
- 10.10.4 Amendment Number Three to the Executive Medical Plan of the Company, dated December 29, 2004, effective January 1, 2005.\*
- 10.11.1 Supplemental Benefit Plan of the Company, as amended and restated effective January 1, 2002—incorporated herein by reference to Exhibit 10.11 of the Company’s Form 10-K Annual Report for the year ended December 31, 2002.\*
- 10.11.2 Amendment One to the Supplemental Benefit Plan of the Company, dated as of February 27, 2003—incorporated herein by reference to Exhibit 10.5 of the Company’s Form 10-Q Quarterly Report for the quarter ended March 31, 2003.\*
- 10.11.3 Amendment Two to the Supplemental Benefit Plan of the Company, dated as of November 14, 2003, effective October 21, 2003—incorporated herein by reference to Exhibit 10.11.3 of the Company’s Form 10-K Annual Report for the year ended December 31, 2003.\*
- 10.11.4 Amendment Three to the Supplemental Benefit Plan of the Company, dated April 14, 2004, effective as of January 1, 2004—incorporated herein by reference to Exhibit 10.3 of the Company’s Form 10-Q Quarterly Report for the quarter ended March 31, 2004.\*
- 10.11.5 Amendment Four to the Supplemental Benefit Plan of the Company, dated December 15, 2004, effective January 1, 2005.\*
- 10.12 Retirement Plan for the Board of Directors of the Company, as amended—incorporated herein by reference to Exhibit 10.22 of the Company’s Form 10-K Annual Report for the year ended December 31, 1991.\*
- 10.13 Deferred Compensation Plan for Non-Employee Directors of the Company, as amended and restated through October 16, 2003—incorporated herein by reference to Exhibit 10.13 of the Company’s Form 10-K Annual Report for the year ended December 31, 2003.\*
- 10.14 Executive and Long-Term Performance Incentive Plan of the Company, effective as of January 1, 2003—incorporated herein by reference to Exhibit 10.4 of the Company’s Form 10-Q Quarterly Report for the quarter ended March 31, 2003.\*
- 10.15 Letter Agreement, dated March 4, 2003, between the Company and Stephen C. Jones—incorporated herein by reference to Exhibit 10.6 of the Company’s Form 10-Q Quarterly Report for the quarter ended March 31, 2003.\*

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- 10.16.1 Letter Agreement, dated December 6, 1999, between the Company and M. Douglas Ivester—incorporated herein by reference to Exhibit 10.17.1 of the Company’s Form 10-K Annual Report for the year ended December 31, 1999.\*
- 10.16.2 Letter Agreement, dated December 15, 1999, between the Registrant and M. Douglas Ivester—incorporated herein by reference to Exhibit 10.17.2 of the Company’s Form 10-K Annual Report for the year ended December 31, 1999.\*
- 10.16.3 Letter Agreement, dated February 17, 2000, between the Registrant and M. Douglas Ivester—incorporated herein by reference to Exhibit 10.17.3 of the Company’s Form 10-K Annual Report for the year ended December 31, 1999.\*
- 10.17 Group Long-Term Performance Incentive Plan of the Company, as amended and restated effective February 17, 2000—incorporated herein by reference to Exhibit 10.18 of the Company’s Form 10-K Annual Report for the year ended December 31, 1999.\*
- 10.18 Executive Incentive Plan of the Company, adopted as of February 14, 2001—incorporated herein by reference to Exhibit 10.19 of the Company’s Form 10-K Annual Report for the year ended December 31, 2000.\*
- 10.19 Form of United States Master Bottle Contract, as amended, 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).
- 10.20.1 Employment Agreement, dated as of February 21, 2001, between the Company and Deval L. Patrick—incorporated herein by reference to Exhibit 10.21.1 of the Company’s Form 10-K Annual Report for the year ended December 31, 2001.\*
- 10.20.2 Letter, dated January 4, 2002, from the Company to Deval L. Patrick—incorporated herein by reference to Exhibit 10.21.2 of the Company’s Form 10-K Annual Report for the year ended December 31, 2001.\*
- 10.21.1 Employment Agreement, dated March 2, 2001, between the Company and Steven J. Heyer—incorporated herein by reference to Exhibit 10.22.1 of the Company’s Form 10-K Annual Report for the year ended December 31, 2001.\*
- 10.21.2 Letter, dated January 4, 2002, from the Company to Steven J. Heyer—incorporated herein by reference to Exhibit 10.22.2 of the Company’s Form 10-K Annual Report for the year ended December 31, 2001.\*
- 10.22 Letter Agreement, dated September 17, 2001, between the Company and Brian G. Dyson—incorporated herein by reference to Exhibit 10.27 of the Company’s Form 10-K Annual Report for the year ended December 31, 2001.\*
- 10.23 Letter, dated October 17, 2001, from the Company to James E. Chestnut—incorporated herein by reference to Exhibit 10.28 of the Company’s Form 10-K Annual Report for the year ended December 31, 2001.\*
- 10.24.1 Deferred Compensation Plan of the Company, as amended and restated as of December 17, 2003—incorporated herein by reference to Exhibit 10.26.1 of the Company’s Form 10-K Annual Report for the year ended December 31, 2003.\*
- 10.24.2 Deferred Compensation Plan Delegation of Authority from the Compensation Committee to the Management Committee, adopted as of December 17, 2003—incorporated herein by reference to Exhibit 10.26.2 of the Company’s Form 10-K Annual Report for the year ended December 31, 2003.\*
- 10.25 Letter Agreement, dated October 24, 2002, between the Company and Carl Ware—incorporated herein by reference to Exhibit 10.30 of the Company’s Form 10-K Annual Report for the year ended December 31, 2002.\*

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- 10.26 The Coca-Cola Export Corporation Employee Share Plan, effective as of March 13, 2002—incorporated herein by reference to Exhibit 10.31 of the Company’s Form 10-K Annual Report for the year ended December 31, 2002.\*
- 10.27 Employees’ Savings and Share Ownership Plan of Coca-Cola Ltd., effective as of January 1, 1990—incorporated herein by reference to Exhibit 10.32 of the Company’s Form 10-K Annual Report for the year ended December 31, 2002.\*
- 10.28 Share Purchase Plan—Denmark, effective as of 1991—incorporated herein by reference to Exhibit 10.33 of the Company’s Form 10-K Annual Report for the year ended December 31, 2002.\*
- 10.29 Letter Agreement, dated June 19, 2003, between the Company and Daniel Palumbo—incorporated herein by reference to Exhibit 10.2 of the Company’s Form 10-Q Quarterly Report for the quarter ended June 30, 2003.\*
- 10.30 Consulting Agreement, dated January 22, 2004, effective as of August 1, 2003, between the Company and Chatham International Corporation, regarding consulting services to be provided by Brian G. Dyson—incorporated herein by reference to Exhibit 10.32 of the Company’s Form 10-K Annual Report for the year ended December 31, 2003.\*
- 10.31 The Coca-Cola Company Benefits Plan for Members of the Board of Directors, as amended and restated through April 14, 2004—incorporated herein by reference to Exhibit 10.1 of the Company’s Form 10-Q Quarterly Report for the quarter ended March 31, 2004.\*
- 10.32 Letter Agreement, dated March 2, 2004, between the Company and Jeffrey T. Dunn—incorporated herein by reference to Exhibit 10.2 of the Company’s Form 10-Q Quarterly Report for the quarter ended March 31, 2004.\*
- 10.33 Full and Complete Release, dated June 8, 2004, between the Company and Steven J. Heyer—incorporated herein by reference to Exhibit 10.1 of the Company’s Form 10-Q Quarterly Report for the quarter ended June 30, 2004.\*
- 10.34 Employment Agreement, dated as of March 11, 2002, between the Company and Alexander R.C. Allan—incorporated herein by reference to Exhibit 10.3 of the Company’s Form 10-Q Quarterly Report for the quarter ended June 30, 2004.\*
- 10.35 Employment Agreement, dated as of March 11, 2002, between The Coca-Cola Export Corporation and Alexander R.C. Allan—incorporated herein by reference to Exhibit 10.4 of the Company’s Form 10-Q Quarterly Report for the quarter ended June 30, 2004.\*
- 10.36 Letter, dated September 16, 2004, from the Company to E. Neville Isdell—incorporated herein by reference to Exhibit 99.1 of the Company’s Form 8-K Current Report filed on September 17, 2004.\*
- 10.37 Stock Award Agreement for E. Neville Isdell, dated September 14, 2004, under the 1989 Restricted Stock Award Plan of the Company—incorporated herein by reference to Exhibit 99.2 of the Company’s Form 8-K Current Report filed on September 17, 2004.\*
- 10.38 Stock Option Agreement for E. Neville Isdell, dated July 22, 2004, under the 2002 Stock Option Plan of the Company, as amended—incorporated herein by reference to Exhibit 10.3 of the Company’s Form 10-Q Quarterly Report for the quarter ended September 30, 2004.\*
- 10.39 Letter, dated August 6, 2004, from the Chairman of the Compensation Committee of the Board of Directors of the Company to Douglas N. Daft—incorporated herein by reference to Exhibit 10.5 of the Company’s Form 10-Q Quarterly Report for the quarter ended September 30, 2004.\*
- 10.40 Undertaking from The Coca-Cola Company and certain of its bottlers, dated October 19, 2004, relating to various commercial practices that have been under investigation by the European Commission—incorporated herein by reference to Exhibit 99.1 of the Company’s Form 8-K Current Report filed on October 19, 2004.
- 10.41 Letter Agreement, dated October 7, 2004, between the Company and Daniel Palumbo.\*

**Exhibit No.**

- 10.42 Letter, dated February 12, 2005, from the Company to Mary E. Minnick—incorporated herein by reference to Exhibit 99.3 to the Company’s Form 8-K Current Report filed on February 23, 2005.\*
- 10.43 Employment Agreement, dated as of February 20, 2003, between the Company and José Octavio Reyes.\*
- 10.44 Employment Agreement, dated as of November 25, 1986, between Servicios Integrados de Administracion y Alta Gerencia S.A. de C.V. and José Octavio Reyes.\*
- 10.45 Employment Agreement, dated as of July 18, 2002, between the Company and Alexander B. Cummings, Jr.\*
- 10.46 Employment Agreement, dated as of July 18, 2002, between The Coca-Cola Export Corporation and Alexander B. Cummings, Jr.\*
- 12.1 Computation of Ratios of Earnings to Fixed Charges for the years ended December 31, 2004, 2003, 2002, 2001 and 2000.
- 21.1 List of subsidiaries of the Company as of December 31, 2004.
- 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 E. Neville Isdell, Chairman, Board of Directors, and Chief Executive Officer 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 E. Neville Isdell, Chairman, Board of Directors, and Chief Executive Officer of The Coca-Cola Company and by Gary P. Fayard, Executive Vice President and Chief Financial Officer of The Coca-Cola Company.

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