

April 15, 2013

Via E-mail

Nicholas P. Panos
Senior Special Counsel
Office of Mergers and Acquisitions
U.S. Securities and Exchange Commission
Washington, DC 20549

Dear Mr. Panos:

This is in response to your letter of April 1, 2013. We do not believe we have violated the Securities and Exchange Act of 1934 by gathering a small number of admissions to The Coca-Cola Company's annual shareholders' meeting in order to challenge the company's widespread labor, human rights and environmental abuses and aggressive marketing to children of unhealthy beverages that fuel the childhood obesity, high blood pressure and diabetes epidemics. All these abuses have been well-documented in books, reports, films, articles, lawsuits and first-person accounts. Such documented information can be found on many websites, including KillerCoke.org, StopCokeDiscrimination.org, <http://www.polarisinstitute.org/> and indiaresource.org.

With that all said, you indicated that we could work out language that the SEC would find appropriate to avoid any appearance of violating proxy solicitation rules in our efforts to obtain admission credentials for persons to attend Coca-Cola annual meetings. Let me suggest that, in future efforts to gain admission to Coca-Cola's annual meeting, we solicit credentials using the following language:

In order to attend Coca-Cola's annual meeting, we need shareholders who are not planning to attend the meeting to provide the Campaign with admission tickets and signed authorization forms stating:

Know persons by these presents, that I, _(Name of Shareholder)_, the holder of _(Number)_ shares of The Coca-Cola Company designate _____ (Name)_____ or his/her nominee(s) as my true and lawful attorney, the right to attend the annual meeting of The Coca-Cola Company on _(Date of Meeting)_ or on such date and place to which said annual meeting may be adjourned, to attend and speak on my behalf concerning issues relating to crimes and allegations of other misconduct by the company, its executives, its board members, its auditors and other elements of the Coca-Cola System.

If I understand correctly, you said that item # 2 in your letter is moot if the above is handled in a way that the SEC does not consider that we are in violation of SEC rules in collecting admission credentials to the annual meeting.

However, I feel it necessary to respond to comments in item #2 in your letter that I find groundless regarding statements made in Campaign to Stop Killer Coke's April 2, 2013 newsletter and on our website:

Response to Accusations of Inflammatory Statements

Item 2 stated, "We [SEC] note the assertion that readers of your newsletter might 'have concerns about the way Coca-Cola abuses people and the environment...' Similar inflammatory statements may be found at other locations on your website, such as under the heading 'Upcoming Events.' Note (b) to Rule 14a-9 prohibits the making of statements that allege improper or illegal conduct absent a factual foundation. Please delete these statements from the website and future solicitations, or provide us with the factual foundation in support."

We stand by our statement that The Coca-Cola Company abuses people and the environment and we have no intention of deleting anything from either of our websites—KillerCoke.org or StopCokeDiscrimination.org, including posters that claim that Coke's CEO Muhtar Kent is a liar. I think that the SEC would want to investigate such an allegation — the SEC can read our SEC complaint filed on June 6, 2011 about Mr. Kent lying to and misleading shareholders about pending lawsuits in Mexico and behavior of the company that could have a material effect on Coke's bottom line: http://killercoke.org/complaint_filed_with_sec_regarding_mexico.php. An update filed with the SEC in 2012 is described in our newsletter dated July 9, 2012: "3. Struggle for justice for Mexican workers and Kent's lies": <http://killercoke.org/nl120709.php>.

Major Mexican Law Firm: Don't Follow in Coke's Footsteps

In May 2011, Corpusiure, a large international law firm based in Mexico, issued a special report, "The Coca Cola Company Investigated For Tax Evasion", warning its corporate clients not to follow in Coca-Cola's footsteps.

CORPUSIURE International Associated Firms caters to corporate clients. It has offices worldwide. It handles claims in many different fields such as, Labor Law, Social Security, Corporate Law, Tax Law, Foreign Trade, Civil Law, Intellectual Property, Banking Law, Stock Market and Administrative Law.

Report: THE COCA COLA COMPANY INVESTIGATED FOR TAX EVASION

http://www.corpusiure.com.mx/Ingles/boletin_2011/May.pdf

Excerpts from the report:

"Despite...the investigation into the company in our country, the president of The Coca-Cola Company, Muhtar Kent [Chairman & CEO], denied on April 27th, before the Annual Shareholders Meeting, that they are under investigation for tax evasion..."

"...if the accusations of fraud held against Coca-Cola were found to be true, the company would lose a figure ranging in the billions..."

"Recently, it has become common practice to establish and run "payer" companies. These are associations that are constructed either with the sole objective of evading

payment of labour and tax benefits or associations that are formed to lighten the commercial responsibilities of companies with numerous suppliers, disconnecting them from the headquarters, which evidently holds the necessary capital to comply with said obligations. They create simulation schemes to elude compliance with labour, tax and commercial obligations, among others...

"The Tributary Administration Service, upon request of the Secretariat of the Treasury, is carrying out an investigation into the tax evasion of The Coca Cola Company in Mexico regarding three of its subsidiary companies: The Coca Cola Export Corporation, the "payer" company Integrated Administration and Senior Management Services (SIAAGSA) and The Mexico branch Coca Cola Export Corporation.

"The present investigation arose in response to the complaint filed by the ex-director of market development, Ángel Alvarado Agüero, who has spent four years seeking to prove the fraud incurred by The Coca Cola Company in Mexico, to the detriment of its employees, the treasury and the Mexican Institute for Social Security (IMSS)...

"...from a tax and penal point of view, it could be said that The Coca-Cola Export Corporation has been committing the crime of tax fraud by using a simulation to omit payment of contributions, to the detriment of the federal treasury."

To my knowledge, the SEC has not investigated or taken any action on my complaint. The Coca-Cola Company, through its chief executive and his accomplices, continue to lie, deceive, cover up and do business as usual.

Where is SEC Oversight?

The Coca-Cola Company's lack of disclosure and perpetual lies about other festering matters relating to Colombia, Guatemala, El Salvador, Mexico, India, China, the Philippines and the U.S.A. also need to be investigated and remedied because refusal to honestly and adequately address these matters could result in greatly diminishing the Company's brand value and bottom line.

Colombia

Union leaders at Coca-Cola facilities and family members have been systematically intimidated, kidnapped, tortured and/or murdered for the past two decades. Numerous books, films, reports and first-person accounts have documented Coca-Cola's complicity in these abuses. ([Click here for numerous reports.](#)) The January 2004 independent investigation led by former NYC Council Member Hiram Monserrate concluded:

"The delegation found both the quantity and the nature of Coca-Cola workers' allegations shocking and compelling. It seems indisputable that Coke workers have been systematically persecuted for their union activity. It seems equally evident that the company has allowed if not itself orchestrated the human rights violations of its workers, and it has benefited economically from those violations, which have severely weakened the workers' union and their bargaining power.

“In the face of this evidence, Coca-Cola's continued insistence that it bears no responsibility whatsoever for the terror campaigns against its workers is highly disturbing, as is its complete failure to investigate company ties to the paramilitaries. The delegation has engaged in an earnest dialogue with the company on these issues for almost a year now, and has yet to receive any documentation backing up its denials of complicity in the situation. The delegation will continue to press for the specific documents it has been promised and to exhort the company to take urgently needed action to address the human rights crisis faced by its Colombian workforce...”

Coke repeatedly tried to undermine this investigation by issuing bogus investigation reports for which they paid. When they were criticized for their investigations, they constantly lied that the International Labor Organization had agreed to do an independent investigation of allegations of past human rights abuses, including violence against union leaders. However, our office was told by the ILO that they had never agreed to any such investigation and no such investigation ever happened.

[Coke's Crimes in Colombia](#)

Guatemala

On February 25, 2010, International Rights Advocates, a non-profit human rights organization, and the Conrad and Scherer law firm filed a new civil lawsuit against The Coca-Cola Company. The case involves a campaign of violence against two Guatemalan trade unionists and their families — including rape, murder, and attempted murder --at the behest of the management of INCASA, the owner of two Coca-Cola bottling plants and an instant-coffee plant (which also produces Coca-Cola syrup for fast-food restaurants) in Guatemala. The complaint against Coca-Cola can be viewed http://killercoke.org/lawsuits_2010_guatemala.php

[Coke's Crimes in Guatemala](#)

U.S.A.

The Coca-Cola Company has a long history of costly racial discrimination legal proceedings and settlements. In 2001, the company was hit with the largest racial discrimination settlement in U.S. history costing the company \$192.5 million. Once again, racial discrimination in Coca-Cola facilities has become a prominent issue with a number of pending lawsuits and bad press. Where, in the company's filings with the SEC, does the company disclose to investors and potential investors the seriousness of these proceedings including those involving a group of 16 plaintiffs dubbed “The Coke 16” by the *New York Daily News*, one of the nation's largest daily newspapers? On March 16, 2012, the newspaper reported, “Sixteen black and Hispanic production workers are suing Coca-Cola, claiming they have been forced to work in a cesspool of racial discrimination.”

[Racial Discrimination in the U.S.A.](#)

Coke's Crimes in Other Countries

[El Salvador](#), [Mexico](#), [India](#), [China](#), [The Philippines](#) and there's more.

Why No SEC Investigations of Coca-Cola?

The SEC has far more resources than a small organization like mine, and could certainly investigate Coca-Cola's corrupt behavior and admonish and prosecute the Company, its executives and their accomplices.

One has to wonder whether the SEC is overworked or the revolving door syndrome between influential SEC employees and corporations is causing a lack of investigations into, and legal proceedings against the likes of Coca-Cola by the SEC.

I point to a report by the Project On Government Oversight (POGO) issued in February 2013 entitled, "Dangerous Liaisons: Revolving Door at SEC Creates Risks of Regulatory Capture." The report is highly critical of the revolving door phenomenon that it says "blurs the lines between one of the nation's most important regulatory agencies and the interests it regulates."

According to the report, "Former employees of the Securities and Exchange Commission (SEC) routinely help corporations try to influence SEC rulemaking, counter the agency's investigations of suspected wrongdoing, soften the blow of SEC enforcement actions, block shareholder proposals, and win exemptions from federal law."

[Corporate Crime Reporter](#) quoted Michael Smallberg, author of the POGO report as stating, "The revolving door between the SEC and the firms it oversees is so pervasive that it threatens the integrity of our regulatory system. The relentless flow of SEC officials to and from industry can enable powerhouse firms to shape the SEC's culture and sway policies."

The report "is based in part on interviews with current and former SEC officials and thousands of federal records obtained through the Freedom of Information Act."

According to *Corporate Crime Reporter*, for the years 2001 through 2010, the study found that "419 former SEC employees filed 1,949 disclosure statements indicating their intent to contact the SEC on behalf of an employer or client." The disclosures are "just the tip of the iceberg," according to the report, "because SEC employees are required to file them only during the first two years after they leave the agency."

In a quick check regarding the SEC and The Coca-Cola Company, SEC personnel went to work for Coca-Cola's auditor Ernst & Young and three law firms linked to Coca-Cola: Proskauer Rose, which is representing Coca-Cola in a series of current racial discrimination lawsuits; White & Case, which Coke paid to do an "investigation" whitewashing Coca-Cola's complicity in horrific human rights abuses in Colombia, and

Katten Muchin Rosenman. Coca-Cola board member, Richard Daley, is Of Counsel at Katten and is listed as such in Coca-Cola's 2013 proxy statement.

Suppression of Shareholders' Voices

Perhaps with respect to Coca-Cola's annual meetings, the SEC should be concerned, not only with the Company's lying and deceiving, but also with how the Company's CEO Muhtar Kent tries to suppress shareholders and/or their proxies from raising important, but incriminating, issues related to labor, human rights, environmental matters and criminal activity. Their suppression of questions extended even to the agenda item, "to ratify the appointment of Ernst & Young as independent auditors of the company" at last year's annual meeting. The Coca-Cola Company allowed no questions relating to this item. Shareholders never got the chance to pose the following question:

**Opposing the appointment of Coke's auditors,
Ernst & Young, accused of massive accounting fraud**

http://killercoke.org/downloads/opposing_coke_appointment_ernst_young.pdf

The New York Times reported in December 2010 that:

New York attorney general Andrew Cuomo, now governor of New York, sued Ernst & Young, accusing the firm of helping Lehman Brothers "engage in a massive accounting fraud" by misleading investors about the investment bank's financial health..."

It's irresponsible that nowhere in Coke's financial statements is there any mention of potential liabilities that could cost the Company hundreds of millions of dollars...

Is Ernst & Young advising Coke to hide these potential liabilities, which could defraud all of us? Perhaps we can help to clean up our own act by voting against the appointment of Ernst & Young.

Please let me know if the text we propose in paragraph four of this letter addresses SEC's concerns. If not, please suggest any changes we should make so as not to give the impression that we are violating SEC regulations.

Also, I would appreciate knowing whether the SEC has yet reviewed the complaint I filed against Coca-Cola in 2011 and the update I filed in 2012 and, especially in light of the Corpusiere report, what action(s) the agency is planning to take?

Best regards,

Ray Rogers
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