

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA
c/o Department of Justice
Washington, D.C. 20530,
Plaintiff,

v.

BARRY DILLER
c/o IAC/InterActiveCorp
555 West 18th Street
New York, NY 10011

Defendant.

Civil Action No.

STIPULATION

It is stipulated by and between the undersigned parties, by their respective attorneys, that:

(1) the parties consent that the Court may file and enter a Final Judgment in the form attached to this Stipulation, on the Court's own motion or on the motion of any party at any time, and without further notice to any party or other proceedings, if Plaintiff has not withdrawn its consent, which it may do at any time before the entry of judgment by serving notice of its withdrawal on Defendant Barry Diller and filing that notice with the Court;

(2) Defendant Barry Diller waives any objection to venue or jurisdiction for purposes of this Final Judgment and authorizes Joseph D. Larson of Wachtell, Lipton, Rosen & Katz to accept service of all process in this matter on his behalf;

(3) in the event Plaintiff withdraws its consent or if the proposed Final Judgment is not entered pursuant to this Stipulation, this Stipulation shall be of no effect whatever and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding;
and

(4) the entry of the Final Judgment in accordance with this Stipulation settles, discharges, and releases any and all claims of Plaintiff, the United States, for civil penalties pursuant to Section 7A(g)(I) of the Clayton Act, 15 U.S.C. § 18a(g)(I), against Defendant for failure to comply with Section 7 A of the Clayton Act, 15 U.S.C. § 18a, in connection with Defendant's acquisitions of voting securities of The Coca-Cola Company from 2010 through May 2012.

FOR THE DEFENDANT:

Barry Diller

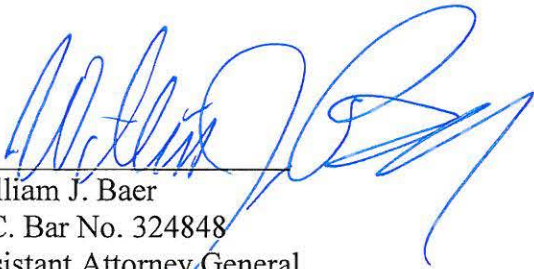
By:



Joseph D. Larson
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019-6150
Counsel for Defendant Barry Diller

Dated: 12/17/2012

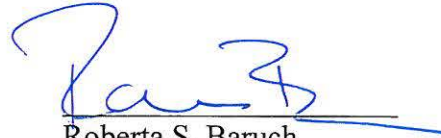
FOR THE PLAINTIFF:



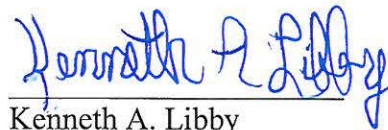
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