

4 July 2007

The Manager
Company Announcements Office
Australian Securities Exchange
Level 4
20 Bridge Street
SYDNEY NSW 2000

Dear Sir,

**WESFARMERS LIMITED
NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER**

Attached is a Form 604 (Notice of Change of Interests of Substantial Holder) in relation to the interests of Wesfarmers Limited in the shares of Coles Group Limited.

Yours faithfully,



L J KENYON
COMPANY SECRETARY

Attach.

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Coles Group Limited

ACN/ARSN ACN 004 089 936

1. Details of substantial holder (1)

Name Wesfarmers Limited on its own behalf and on account of each of its related bodies corporate listed in Annexure A
(**Wesfarmers Subsidiaries**) (together, the **Wesfarmers Group**)

ACN/ARSN (if applicable) 008 984 049

There was a change in the interests of the

substantial holder on 29/06/2007

The previous notice was given to the company on 11/04/2007

The previous notice was dated 11/04/2007

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

	Class of securities (4)	Previous notice		Present notice	
		Person's votes	Voting power (5) (based on an issued capital of 1,198,250,655 ordinary shares)	Person's votes	Voting power (5) (based on an issued capital of 1,198,768,888 ordinary shares)
Wesfarmers Group	Ordinary Shares	152,906,995	12.8%	144,581,288	12.1%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
N/A	N/A	N/A	N/A	N/A	N/A

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Wesfarmers Limited and each company in the Wesfarmers Group	ACN 112 719 918 Pty Ltd	ACN 112 719 918 Pty Ltd	Holder of securities	7,558,662 ordinary shares	7,558,662
Wesfarmers Limited and each company in the Wesfarmers Group	ACN 112 719 918 Pty Ltd	ACN 112 719 918 Pty Ltd	Holder of securities	7,515,040 ordinary shares	7,515,040

Wesfarmers Limited and each company in the Wesfarmers Group	ACN 112 719 918 Pty Ltd	ACN 112 719 918 Pty Ltd	Holder of securities	42,144,247 ordinary shares	42,144,247
Wesfarmers Limited and each company in the Wesfarmers Group	ConsortiumCo Pty Ltd	ConsortiumCo Pty Ltd	Holder of securities	69,500,000 ordinary shares	69,500,000
Wesfarmers Limited and each company in the Wesfarmers Group	T.W. Hedley (Investments) Pty Ltd	T.W. Hedley (Investments) Pty Ltd	Relevant interest under s608(1)(b) of the Corporations Act	5,231,978 ordinary shares	5,231,978
Wesfarmers Limited and each company in the Wesfarmers Group	TWH (Qld) Pty Ltd	TWH (Qld) Pty Ltd	Relevant interest under s608(1)(b) of the Corporations Act	12,631,361 ordinary shares	12,631,361

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Macquarie Bank Limited ACN 008 583 542	Macquarie Bank Limited has ceased its conditional arrangement with Wesfarmers Limited to take a minority interest in certain businesses of Coles Group Limited following a proposed acquisition of Coles Group by Wesfarmers Limited.

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Wesfarmers Limited	11th Floor, Wesfarmers House, 40 The Esplanade, Perth
Macquarie Bank Limited and its related bodies corporate	c/- No.1 Martin Place, Sydney NSW 2000
Each Wesfarmers Subsidiary listed in annexure A	See annexure A
ConsortiumCo Pty Ltd	11th Floor, Wesfarmers House, 40 The Esplanade, Perth
ACN 112 719 918 Pty Ltd	11th Floor, Wesfarmers House, 40 The Esplanade, Perth
T.W. Hedley (Investments) Pty Ltd	69 Aumuller Street, Portsmith QLD 4870
TWH (Qld) Pty Ltd	69 Aumuller Street, Cairns QLD 4870

Signature

print name Linda Kenyon

capacity Company Secretary

sign here



date 4/07/2007

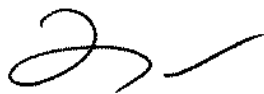
DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

This is the annexure of 4 pages marked A mentioned in the Form 604: Notice of change of interests of substantial holder filed by Wesfarmers Limited on its own behalf and on account of each Wesfarmers Subsidiary signed by me and dated 4 July 2007.



Linda Kenyon
Company Secretary

	Name	ACN/ARSN	Address
	Wesfarmers Limited	008 984 049	11th Floor, Wesfarmers House, 40 The Esplanade, Perth

	Name	ACN/ARSN	Address
	Subsidiary Companies of Wesfarmers Limited:		All of 11th Floor, Wesfarmers House, 40 The Esplanade, Perth unless otherwise specified.
1	A.C.N 082 931 486 Pty Ltd	082 931 486	
2	A.C.N. 003 921 873 Pty Limited	003 921 873	
3	A.C.N. 112 719 918 Pty Ltd	112 719 918	
4	Aben Pty Ltd	009 442 399	
5	All Transport Insurance Brokers Pty Ltd	062 320 969	369 High Street, Kew, Victoria
6	Australian Gold Reagents Pty Ltd	009 140 121	
7	Australian International Insurance Limited	006 544 690	369 High Street, Kew, Victoria
8	Australian Taxi Insurance Underwriting Agency Pty Ltd	067 953 771	369 High Street, Kew, Victoria
9	Australian Underwriting Holdings Limited	005 961 302	369 High Street, Kew, Victoria
10	Australian Underwriting Services Pty Ltd	079 021 426	369 High Street, Kew, Victoria
11	Bakop Pty Ltd	009 187 124	369 High Street, Kew, Victoria
12	BBC Hardware Limited	000 003 378	
13	BBC Hardware Properties (NSW) Pty Ltd	079 661 144	
14	BBC Hardware Properties (Vic) Pty Ltd	079 668 652	
15	Boylan & James Limited		150/152 Brighton Road, Coulsdon, Surrey CR5 2YQ, United Kingdom
16	Broking Insurance Group Pty Ltd	086 362 067	369 High Street, Kew, Victoria
17	Bullivants Lifting and Industrial Products Pty Limited	087 887 027	
18	Bullivants Pty Limited	087 887 072	
19	Bunnings (Northern Territory) Pty Ltd	008 698 628	
20	Bunnings Group Limited	008 672 179	
21	Bunnings Limited		78 Carbine Road, Mt Wellington, Auckland, New Zealand
22	Bunnings Management Services Pty Ltd	008 683 387	
23	Bunnings Manufacturing Pty Ltd	008 685 238	
24	Bunnings Properties Pty Ltd	008 557 622	
25	Bunnings Property Management Limited	082 856 424	
26	Bunnings Pulp Mill Pty Ltd	058 452 029	
27	Byrne Watkinson Kaye Insurance Brokers Pty Ltd	010 889 559	369 High Street, Kew, Victoria
28	C S Holdings Pty Limited	001 139 751	
29	Campbells Hardware & Timber Pty Limited	056 937 636	
30	Car Rental Insurance Pty Ltd	078 979 683	369 High Street, Kew, Victoria
31	Car Rental Risk Management Services Pty Ltd	078 979 647	369 High Street, Kew, Victoria
32	Chambers Gallop McMahon Pty Ltd	003 337 522	369 High Street, Kew, Victoria
33	Chemical Holdings Kwinana Pty Ltd	009 187 375	
34	Comprehensive Holiday Insurance (Underwriting Agents) Pty Ltd	000 827 421	369 High Street, Kew, Victoria
35	Connect Liability Solutions Pty Ltd	118 089 651	369 High Street, Kew, Victoria
36	ConsortiumCo Pty Ltd	124 714 736	
37	Co-operative Wholesale Services Ltd		

	Name	ACN/ARSN	Address
38	Cobico Pty Ltd	126 199 022	
39	Coregas Pty Ltd	001 255 312	
40	Credit Management Pty Ltd	051 954 717	
41	Crombie Lockwood (NZ) Limited		Level 5, 33 Enfield Street, Mt Eden, Auckland, New Zealand
42	CSBP Ammonia Terminal Pty Ltd	009 387 615	
43	CSBP Limited	008 668 371	
44	Cuming Smith and Company Limited	004 048 319	
45	Curragh Coal Sales Co Pty Ltd	010 459 220	
46	Curragh Queensland Mining Pty Ltd	095 450 418	
47	Dairy Properties Co-operative Limited		
48	Dennison & Associates Pty Ltd	057 926 931	369 High Street, Kew, Victoria
49	Eastfarmers Pty Ltd	008 713 326	
50	Edward Lumley & Sons (Vic) Proprietary Limited	004 106 058	
51	ELH Services Limited		TMF Corporate Secretarial Services Limited, 400 Capability Green, Luton LU1 3AE, Bedfordshire, United Kingdom
52	ELOL Limited		TMF Corporate Secretarial Services Limited, 400 Capability Green, Luton LU1 3AE, Bedfordshire, United Kingdom
53	Energy Generation Pty Ltd	009 017 458	
54	Eskdale Holdings Pty Ltd	085 310 774	369 High Street, Kew, Victoria
55	FIF Investments Pty Limited	089 634 239	
56	FPT (Australia) Pty Limited	081 459 878	
57	Gault Armstrong Kemble Pty Ltd	009 196 787	369 High Street, Kew, Victoria
58	Gault Armstrong Pty Ltd	003 030 180	369 High Street, Kew, Victoria
59	Gault Armstrong SARL		3 Rue Jules Gamier, Noumea, New Caledonia
60	GPML Pty Ltd	003 344 312	
61	Hadrill Insurance Brokers Pty Ltd	057 988 682	369 High Street, Kew, Victoria
62	HouseWorks Co Pty Ltd	009 403 374	
63	Howard Smith Limited	004 071 845	
64	Howard Smith Nominees Pty Limited	002 184 554	
65	Ibert Pty Limited	050 539 903	
66	Idobent Pty Ltd	002 706 836	369 High Street, Kew, Victoria
67	J Blackwood & Son Limited	000 010 300	
68	J Blackwood & Son Steel & Metals Pty Ltd	000 048 233	
69	Kleenheat Autogas Pty Ltd	009 189 306	
70	Kleenheat Gas House Franchising Pty Ltd	093 399 118	
71	Koukia Pty Limited	078 906 546	
72	Kwinana Nitrogen Company Proprietary Limited	008 693 570	
73	Lawvale Pty Ltd	007 120 603	
74	Liftco Pty Limited	087 886 986	
75	Loadsafe Systems Pty Ltd	087 886 799	
76	Loggia Pty Ltd	009 197 273	
77	Lumley Corporation Pty Limited	004 191 646	
78	Lumley Finance (N.Z.) Limited		Level 21, Lumley Centre, 88 Shortland Street, Auckland, New Zealand
79	Lumley Finance Limited	002 543 606	
80	Lumley General Insurance (NZ) Limited		Level 21, Lumley Centre, 88 Shortland Street, Auckland, New Zealand
81	Lumley General Insurance Limited	000 036 279	
82	Lumley Insurance Group Limited	004 222 566	
83	Lumley Investments (NZ) Limited		Level 21, Lumley Centre, 88 Shortland Street, Auckland, New Zealand
84	Lumley Life (N.Z.) Limited		Level 21, Lumley Centre, 88 Shortland Street, Auckland, New Zealand
85	Lumley Management Services Pty Limited	008 648 799	
86	Lumley Risk Consultants Ltd	003 677 209	
87	Lumley Securities Limited	002 474 633	
88	Lumley Services (NZ) Limited		Level 21, Lumley Centre, 88 Shortland Street, Auckland, New Zealand

	Name	ACN/ARSN	Address
89	Lumley Superannuation Pty Limited	002 543 599	
90	Lumley Technology (India) Pte Limited		
91	Lumley Technology Limited	002 870 902	
92	Mandate Management Consultants Pty Ltd	055 993 854	
93	Mawhinney Insurance Brokers Pty Ltd	001 439 587	369 High Street, Kew, Victoria
94	Millars (W.A.) Pty Ltd	008 734 683	
95	Monument Finance Limited		Level 5, 33 Enfield Street, Mt Eden, Auckland, New Zealand
96	Monument Insurance (NZ) Limited		Level 5, 33 Enfield Street, Mt Eden, Auckland, New Zealand
97	Motion Industries Pty Ltd	008 734 567	
98	NEGF Power Management Pty Ltd	095 694 563	
99	NEGF Power Sales Pty Ltd	095 694 607	
100	NZ Finance Holdings Pty Limited		C/- Quigg Partners, Level 7 The Todd Building, 28 Brandon Street, Wellington, New Zealand
101	OAMPS (HK) Ltd		Suite 1101, 111F Nine Queen's Road Central, Hong Kong
102	OAMPS (UK) Limited		Windsor House, High Street, Esher Surrey, United Kingdom
103	OAMPS (UK) Underwriting Services Limited		Windsor House, High Street, Esher Surrey, United Kingdom
104	OAMPS Corporate Risk Pty Ltd	075 392 559	369 High Street, Kew, Victoria
105	OAMPS Credit Limited	058 206 358	369 High Street, Kew, Victoria
106	OAMPS Financial Management Ltd	074 697 537	369 High Street, Kew, Victoria
107	OAMPS Insurance Brokers (NZ) Limited		C/- KDB Chartered Accountants Limited, 16 Morgan Street, Newmarket, Auckland, New Zealand
108	OAMPS Insurance Brokers Ltd	005 543 920	369 High Street, Kew, Victoria
109	OAMPS Ltd	006 743 719	
110	OAMPS Special Risks Ltd		Windsor House, High Street, Esher Surrey, United Kingdom
111	OAMPS Superannuation Ltd	117 529 905	369 High Street, Kew, Victoria
112	Offshore Market Placements Limited		Level 5, 33 Enfield Street, Mt Eden, Auckland, New Zealand
113	Oil & Hazardous Environmental Services Limited		Windsor House, High Street, Esher Surrey, United Kingdom
114	OMP Insurance Brokers Ltd	052 336 900	369 High Street, Kew, Victoria
115	Packaging House Limited		399-401 Great South Road, Ellerslie Auckland, New Zealand
116	Pailou Pty Ltd	009 197 282	
117	Parks Insurance Pty Ltd	001 976 049	
118	Patrick Operations Pty Ltd	000 163 128	
119	Petersen Bros Pty Ltd	009 679 903	
120	Powertrain Pty Limited	051 219 071	
121	Premier Power Sales Pty Ltd	065 618 019	
122	Protector Alsafte Pty Ltd	007 000 624	
123	R & N Palmer Pty Ltd	008 680 500	
124	Ronell Pty Ltd	074 437 835	369 High Street, Kew, Victoria
125	Royal Lifting and Industrial Products Pty Limited	087 887 134	
126	SBS Rural IAMA Pty Limited	008 978 916	
127	Sellers (SA) Pty Ltd	007 733 539	
128	Share Nominees Limited	008 906 689	
129	Sotico Pty Ltd	008 665 898	
130	StateWest Power Pty Ltd	083 755 122	
131	The Builders Warehouse Group Pty Limited	057 998 740	
132	Torque Underwriting Pty Ltd	076 817 493	
133	TotalGuard Pty Ltd	098 839 411	369 High Street, Kew, Victoria
134	Ucone Pty Ltd	002 534 278	
135	Universal Underwriting Agencies Pty Limited	057 929 030	369 High Street, Kew, Victoria
136	Universal Underwriting Services Pty Limited	070 010 927	369 High Street, Kew, Victoria
137	Valley Investments Pty Ltd	001 508 345	
138	Vigil Underwriting Agencies Pty Ltd	082 099 769	369 High Street, Kew, Victoria

	Name	ACN/ARSN	Address
139	Wesfarmers Agribusiness Limited	008 747 126	
140	Wesfarmers Bangladesh Gas Pty Ltd	085 499 467	
141	Wesfarmers Bengalla Limited	008 744 278	
142	Wesfarmers Broking (NZ) Limited		C/- Bell Gully, Vero Centre, Level 22, 48 Shortland Street, Auckland, New Zealand
143	Wesfarmers Bunnings Limited	008 673 363	
144	Wesfarmers Char Pty Ltd	009 379 597	
145	Wesfarmers Coal Limited	096 857 126	
146	Wesfarmers Curragh Pty Ltd	009 362 565	
147	Wesfarmers Energy (Gas Sales) Limited	058 451 997	
148	Wesfarmers Energy (Industrial Gas) Pty Ltd	102 943 626	
149	Wesfarmers Energy Limited	008 797 402	
150	Wesfarmers Federation Insurance Limited	009 027 221	
151	Wesfarmers Fertilizers Pty Ltd	008 741 160	
152	Wesfarmers Finance Pty Ltd	105 421 396	
153	Wesfarmers Gas Limited	008 795 471	
154	Wesfarmers Holdings Pty Ltd	094 800 665	
155	Wesfarmers Industrial & Safety Holdings NZ Limited		401 Great South Road, Penrose, Auckland, New Zealand
156	Wesfarmers Industrial & Safety NZ Limited		399-401 Great South Road, Ellerslie, Auckland, New Zealand
157	Wesfarmers Industrial & Safety Pty Ltd	003 903 704	
158	Wesfarmers Insurance Investments Pty Ltd	105 168 876	
159	Wesfarmers Insurance Pty Ltd	105 421 403	
160	Wesfarmers Investments Pty Ltd	078 120 877	
161	Wesfarmers Kleenheat Elpiji Limited		Laila Nazim Villa, 1st Floor, House #17, Road #4, Dhanmondi R/A, Dhaka-1205, Bangladesh
162	Wesfarmers Kleenheat Gas Pty Ltd	008 679 543	
163	Wesfarmers LNG Pty Ltd	096 080 205	
164	Wesfarmers LPG Pty Ltd	009 214 831	
165	Wesfarmers Premier Coal Limited	008 672 599	
166	Wesfarmers Private Equity Pty Ltd	088 942 269	
167	Wesfarmers Provident Fund Pty Ltd	008 679 329	
168	Wesfarmers Railroad Holdings Pty Ltd	008 705 986	
169	Wesfarmers Resources Pty Ltd	009 030 139	
170	Wesfarmers Retail Pty Ltd	097 092 085	
171	Wesfarmers Risk Management Limited		Canon's Court, 22 Victoria Street, Hamilton HM12 Bermuda
172	Wesfarmers Securities Management Pty Ltd	095 800 212	
173	Wesfarmers Sugar Company Pty Ltd	076 656 409	
174	Wesfarmers Superannuation Pty Ltd	050 218 972	
175	Wesfarmers Transport Indonesia Pty Ltd	078 907 338	
176	Wesfarmers Transport Limited	008 670 077	
177	Weskem Pty Ltd	009 207 470	
178	West Africa Power Company Pty Ltd	083 302 827	
179	Westralian Farmers Co-operative Limited		
180	Westralian Farmers Superphosphates Limited	008 667 847	
181	WFCL Investments Pty Ltd	009 287 245	
182	Wideland Insurance Brokers Pty Ltd	078 758 933	
183	Wideland Life Insurance Agency Pty Ltd	087 555 593	
184	Wyper Brothers Pty Limited	009 659 858	
185	XCC (Retail) Pty Ltd	009 449 558	
186	ZIB Group Holdings Company Limited	101 440 153	369 High Street, Kew, Victoria
187	ZIB Holdings Pty Limited	101 440 180	369 High Street, Kew, Victoria
188	ZIB Insurance Brokers Holdings Limited	059 567 163	369 High Street, Kew, Victoria