

WOOLWORTHS LIMITED
A.B.N. 88 000 014 675

27 September 2006

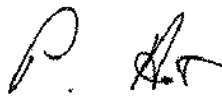
The Manager Companies
Australian Stock Exchange
Company Announcements Office
Level 4
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

Acquisition of interest in The Warehouse Group Limited

Please find attached a copy of a Substantial Security Holder Notice and covering letter lodged today in New Zealand under the *Securities Markets Act 1988* (NZ) in relation to Woolworths Limited's acquisition, through its indirect wholly owned subsidiary, Bancroft Limited, of an interest in The Warehouse Group Limited.

For and on behalf of
WOOLWORTHS LIMITED



PETER J. HORTON
COMPANY SECRETARY

WOOLWORTHS LIMITED
A.B.N. 88 000 014 675

27 September 2006

Listed Company Relations
New Zealand Stock Exchange
WELLINGTON
NEW ZEALAND

Dear Sir/Madam

Acquisition of interest in The Warehouse Group Limited

Woolworths Limited, through its indirect wholly owned subsidiary, Bancroft Limited, has acquired a relevant interest in approximately 9.34% of the issued ordinary shares in The Warehouse Group Limited. Please find enclosed a Substantial Security Holder Notice under the *Securities Markets Act 1988* in relation to that interest.

For and on behalf of
WOOLWORTHS LIMITED



PETER J. HORTON
COMPANY SECRETARY

(Securities Markets Act 1988)

Substantial Security Holder Notice

Tick the appropriate box(es)

☒

Notice that a person has become a substantial security holder (section 20(3))

☐

Notice that a person has ceased to be a substantial security holder (section 21(3))

☐

Notice of change in the number of voting securities in which a substantial security holder has a relevant interest (section 21(2))

☐

Notice of a change in the nature of relevant interest held by a substantial security holder (section 22)

1*

The Warehouse Group Limited

Name of public issuer

Bancroft Limited (an indirect, wholly-owned subsidiary of Woolworths Limited)

Name of substantial security holder

C/- Bell Gully, Level 22, 48 Shortland Street, Auckland

Address of substantial security holder

Peter Horton

Contact name for queries

0061 2 8885-3680

Telephone number

2*

28,546,667

Total number of voting securities of the public issuer in which a relevant interest is held

305,488,868

Total number of voting securities issued by public issuer

9.34

Total percentage

Ordinary Class

Class of voting securities

One

Number of votes attached to each voting security in that class

3*

BENEFICIAL RELEVANT INTERESTS**28,546,667**

Number of voting securities of the class in which a beneficial relevant interest is held

9.34

Percentage held at date of THIS notice

N/A

Percentage held at date of LAST notice (if any)

NON-BENEFICIAL RELEVANT INTERESTS

Number of voting securities of the class in which a non-beneficial relevant interest is held

Percentage held at date of THIS notice

Percentage held at date of LAST notice (if any)

4*

DETAILS OF EACH RELEVANT INTEREST

5*

Bancroft Limited (an indirect, wholly-owned subsidiary of Woolworths Limited)

Name(s) of registered holder(s)

DETAILS OF EACH RELEVANT INTEREST

Name(s) of registered holder(s)

6*

See Schedule

Date(s) of transaction(s)

Provision(s) of section 5

Date(s) of transaction(s)

7*

28,546,667

Number of voting securities

See Schedule

Consideration (expressed in NZ\$)

Number of voting securities

Consideration (expressed in NZ\$)

See Schedule

Description of nature of transaction(s), including the name(s) of any other party to the transaction(s) (if known)

8*. Relevant documentation - forms part of this notice.....

None

is not required to be filed.....

Yes

has already been filed with the notice dated.....

No

9*. One
Number of pages that accompany this notice (if any)

N/A
Date of last notice (if any)

None
Name(s) of any other person(s) who is (are) believed to have given, or to be intending to give, a substantial security holder notice in relation to the securities to which this notice relates

I declare that to the best of my knowledge and belief the information contained in this notice is correct and that I am duly authorised to give this notice.


Signature (unless filed by electronic means other than facsimile)

James Martin Gibson

Full name

27/09/06

Date

Schedule

1. Between 18 September 2006 and 26 September 2006 Bancroft Limited (**Bancroft**) purchased a total of 4,334,871 ordinary shares in The Warehouse Group Limited (**WHS**) on transactions matched through the NZSX order matching market. In these transactions Bancroft paid aggregate consideration of NZ\$26,050,661 at prices ranging from NZ\$6.00 to NZ\$6.05 per share.
2. Between 6.00pm on 26 September 2006 and 9.30am on 27 September 2006, Bancroft agreed to purchase, and obtained commitments for the sale to it of, shares in WHS in the following off-market transactions with unknown clients of NZX Firms.

Number of Shares	Price Per Share (NZ\$)
6,500,000	6.50
7,736,292	6.50
7,196,978	6.50
1,000,000	6.50
835,198	6.50
50,000	6.50
300,000	6.50
50,000	6.50
50,000	6.50
250,000	6.50
243,328	6.50
24,211,796	

Bancroft paid aggregate consideration of NZ\$157,376,674 for the shares referred to in the table above.

These transactions are expected to cross on the NZSX today, 27 September 2006.