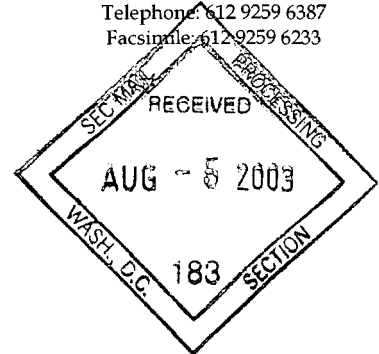


Postal Address:  
GPO Box 145  
Sydney NSW 2001  
AUSTRALIA  
Telephone: 612 9259 6387  
Facsimile: 612 9259 6233

File Number: 82.2994



28 July 2003

United States Securities  
and Exchange Commission  
450 Fifth Street, N.W.  
WASHINGTON, D.C. 20549

SUPPL

Dear Sirs

Enclosed herewith for your information pursuant to Rule 12g3-2(b) of the Securities Exchange Act of 1934 is a copy of an announcement released today.

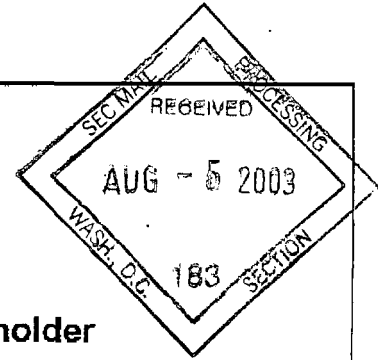
Yours faithfully



D.A. WYLIE  
COMPANY SECRETARY

PROCESSED  
AUG 12 2003  
THOMSON  
FINANCIAL

*dlw 8/7*

**Form 604**Corporations Law  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Neverfall Springwater Limited ("Neverfall")ACN/ARSN ACN 003 559 519**1. Details of substantial holder (1)**

Coca-Cola Amatil Limited ("CCA") and each of the companies set out in Annexure A (together "CCA Group").

Name  
ACN (if applicable)004 139 397There was a change in the interests of the  
substantial holder on25/07/03

The previous notice was given to the company on

16/07/03

The previous notice was dated

16/07/03**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)	Person's votes	Voting power (5)
Ordinary shares	82,865,549	86.22%	85,919,321	89.40%

**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 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
16/7/03 to 25/7/03	CCA	CCA's relevant interest in Neverfall has increased under section 608(1) as a result of acceptances being received by CCA in respect of the offers made by CCA under its takeover bid to acquire all of the ordinary shares in Neverfall, the terms of which are set out in the bidder's statement which is dated 29 April 2003 and which has previously been sent to Neverfall and ASX on 29 April 2003 ("Takeover Bid").	A\$2.35 per share.	2,885,861 ordinary shares as follows: 16/07/03 - 39,961 17/07/03 - 61,642 18/07/03 - 17,555 21/07/03 - 57,615 22/07/03 - 18,262 23/07/03 - 109,659 24/07/03 - 20,708 25/07/03 - 2,560,459	2,885,861
16/7/03 to 22/7/03	CCA	CCA's relevant interest in Neverfall has increased under section 608(1) as a result of purchases of ordinary shares in Neverfall through on market transactions on ASX.	A\$2.35 per share.	167,911 ordinary shares as follows: 16/07/03 - 97,493 17/07/03 - 11,349 18/07/03 - 24,334 21/07/03 - 25,235 22/07/03 - 9,500	167,911

**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
CCA	CCA, or if the transfers have not yet been registered, those persons whose acceptances have been received by CCA in respect of the offers made by It under the Takeover Bid or who have sold shares in Neverfail to CCA through on market transactions on ASX.	CCA	Relevant interest under section 608(1)	85,919,321 ordinary shares	85,919,321 ordinary shares

**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 (if applicable)	Nature of association
Not applicable	Not applicable

**6. Addresses**

The addresses of persons named in this form are:

Name	Address
CCA	71 Macquarie Street, Sydney, NSW, Australia
CCA Group (other than CCA)	Refer to Annexure A

**Signature**

print name

David A. Wylie

capacity Secretary

sign here

date 28 / 7 / 03

**DIRECTIONS**

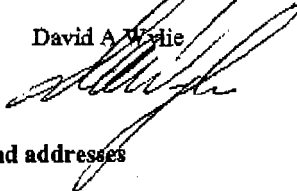
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially 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 Law.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Law.
- (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 Law.
- (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 of 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 Annexure A of 1 page referred to in Form 604 "Notice of change of interests of substantial holder"

Print name:  
Signed:

David A Wylie



Capacity: Secretary

Date: 28 July 2003

Companies and addresses

AIS Trading Pte Ltd	6 Battery Road, #31-03 Singapore 049909
AIST Pty Ltd	71 Macquarie Street, Sydney, NSW Australia
Amatil Investments (Singapore) Pte Ltd	6 Battery Road, #31-03 Singapore 049909
Coca-Cola Amatil (Fiji) Ltd	Ratu Dovi Road, Laucala Beach Estate, Fiji
PT Coca-Cola Bottling Indonesia	Plasa Aminta 3rd Floor, Suite 302, Jalan Let. Jend. TB Simatupang Kav. 10, Jakarta 12310 Indones
PT Coca-Cola Distribution Indonesia	Plasa Aminta 3rd Floor, Suite 302, Jalan Let. Jend. TB Simatupang Kav. 10, Jakarta 12310 Indones
Associated Products & Distribution Pty	71 Macquarie Street, Sydney, NSW Australia
Coca-Cola Amatil (PNG) Pty Ltd	Erica Street, Lae, Morobe Province, Papua New Guinea
Beverage Distributors Pty Ltd (in liquidation)	71 Macquarie Street, Sydney, NSW Australia
C-C Bottlers Ltd	71 Macquarie Street, Sydney, NSW Australia
Beverage Bottlers (Sales) Ltd	71 Macquarie Street, Sydney, NSW Australia
CC Amatil Holdings UK	Cl- Hackwood Secretaries Ltd, One Silk Street, London, United Kingdom
CC Amatil Netherlands BV	Rokin 55, 1012 KK, Amsterdam, Netherlands
C.C.K. Holdings I Ltd	57/63 Linewall Road, Gibraltar
C.C.K. Holdings II Ltd	57/63 Linewall Road, Gibraltar
CCKBC (Netherlands) Holdings I BV	Rokin 55, 1012 KK, Amsterdam, Netherlands
CCKBC (Netherlands) Holdings II BV	Rokin 55, 1012 KK, Amsterdam, Netherlands
Coca-Cola Korea Bottling Company, Ltd	84-11, 5-Ka, Namdaemun-Ro, Chung-Ku, Seoul 100-753, South Korea
Coca-Cola Amatil (Aust) Pty Ltd	71 Macquarie Street, Sydney, NSW Australia
Apand Pty Ltd	71 Macquarie Street, Sydney, NSW Australia
Beverage Bottlers (NQ) Pty Ltd	71 Macquarie Street, Sydney, NSW Australia
Beverage Bottlers (NSW) Pty Ltd (in liquidation)	71 Macquarie Street, Sydney, NSW Australia
Beverage Bottlers (Qld) Pty Ltd	71 Macquarie Street, Sydney, NSW Australia
Beverage Bottlers (SA) Pty Ltd (in liquidation)	71 Macquarie Street, Sydney, NSW Australia
Coca-Cola Amatil (Holdings) Pty Ltd	71 Macquarie Street, Sydney, NSW Australia
Coca-Cola Holdings NZ Ltd	Oasis Road, Mt Wellington, Auckland 6, New Zealand
Coca-Cola Amatil (NZ) Ltd	Oasis Road, Mt Wellington, Auckland 6, New Zealand
Matila Nominees Pty Ltd	71 Macquarie Street, Sydney, NSW Australia
Pacbev Pty Ltd	71 Macquarie Street, Sydney, NSW Australia
Pacific Beverages Australia Pty Ltd	71 Macquarie Street, Sydney, NSW Australia
Pacific Beverages Happy Valley Fruit Juice Cordial Ltd	Oasis Road, Mt Wellington, Auckland 6, New Zealand
Vending Management Services Limited	Oasis Road, Mt Wellington, Auckland 6, New Zealand