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WAL MART STORES INC  
Form CB  
January 09, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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OMB APPROVAL  
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Form CB

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TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

Securities Act Rule 801 (Rights Offering) [ ]  
Securities Act Rule 802 (Exchange Offering) [ X ]  
Exchange Act Rule 13e-4(h) (8) (Issuer Tender Offer) [ ]  
Exchange Act Rule 14d-1(c) (Third Party Tender Offer) [ ]  
Exchange Act Rule 14e-2(d) (Subject Company Response) [ ]

Asda Group Limited

-----  
(Name of Subject Company)

Not applicable

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(Translation of Subject Company's Name into English (if applicable))

England and Wales

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(Jurisdiction of Subject Company's Incorporation or Organization)

Wal-Mart Stores, Inc.

-----  
(Name of Person Furnishing Form)

8.375% Notes due 2007 of Asda Group Limited  
10.875% Notes due 2010 of Asda Group Limited  
6.625% Notes due 2015 of Asda Group Limited

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(Title of Class of Subject Securities)

Not applicable

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(CUSIP Number of Class of Securities (if applicable))

Ms. Denise Jagger  
Asda Group Limited  
Asda House  
Southbank, Great Wilson Street  
Leeds LS11 5AD United Kingdom  
Telephone No.: 44-113-243-5435

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(Name, Address (including zip code) and Telephone Number (including area code) of Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

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January 8, 2003

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(Date Tender Offer/Rights Offering Commenced)

## PART I - Information Sent to Security Holders

### Item 1. Home Jurisdiction Documents

The Offering Memorandum, dated January 7, 2003 (the "Offering Memorandum"), relating to the exchange offer (the "Exchange Offer") made by Wal-Mart Stores, Inc. ("Wal-Mart") for the 8.375% Notes due 2007, the 10.875% Bonds due 2010 and the 6.625% Notes due 2015 of Asda Group Limited (collectively, the "Asda Debt Securities"), which is a wholly-owned subsidiary of Wal-Mart, is attached to this Form CB as Exhibit I.1.

### Item 2. Informational Legends.

A legend compliant with Rule 802(b) under the Securities Act of 1933, as amended, has been included on the cover page of the Offering Memorandum.

## PART II - INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

The following reports and information, which are attached to this Form CB as exhibits, must be publicly available in connection with the Exchange Offer, but need not be, and have not been, disseminated to the holders of the Asda Debt Securities:

| Exhibit No.<br>----- | Document<br>-----   |
|----------------------|---|
| II.1.                | The Indenture, dated December 11, 2002, between Wal-Mart and Bank One Trust Company, NA   |
| II.2.                | The form of Series Term Certificate of Wal-Mart (by which the terms of the Wal-Mart notes (the "Wal-Mart Notes") being offered in exchange for the Asda Debt Securities will be established at the Pricing Date (as defined in the Offering Memorandum)). |
| II.3.                | The form of the Global Note (that will represent the Wal-Mart Notes on issuance).   |
| II.4.                | Form of Exchange Agency Agreement entered into between Wal-Mart and Bank One, NA.   |
| II.5.                | Form of Dealer Manager Agreement entered into between Wal-Mart and Credit Suisse First Boston (Europe) Limited.   |
| II.6.                | Form of Paying Agent Agreement to be entered into between Wal-Mart and Bank   |

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One, NA.

II.7. The Restated Certificate of  
Incorporation of Wal-Mart with all  
amendments thereto.

II.8. The Bylaws of Wal-Mart.

PART III - CONSENT TO SERVICE OF PROCESS

Not applicable

PART IV - SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify  
that the information set forth in this statement is true, complete, and correct.

WAL-MART STORES, INC.

By: /s/ Thomas M. Schoewe

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Name: Thomas M. Schoewe  
Title: Executive Vice President  
and Chief Financial Officer  
Date: January 8, 2003