

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

<b>Name of entity:</b> Retail Food Group Limited
<b>ABN:</b> 31 106 840 082

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Anthony James Alford
<b>Date of last notice</b>	30.08.10

### Part 1 – Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Nil
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
<b>Date of change</b>	
<b>No. of securities held prior to change</b>	
<b>Class</b>	
<b>Number acquired</b>	
<b>Number disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	
<b>No. of securities held after change</b>	
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	

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+ See chapter 19 for defined terms.

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	Option Deed
<b>Nature of interest</b>	<p>Under the Option deed, but subject to the terms thereof, Anthony Alford will be granted 250,000 options over unissued fully paid ordinary shares in Retail Food Group Limited. Each option will entitle the holder, upon exercise and payment of the exercise price, to be allotted 1 fully paid ordinary share in Retail Food Group Limited. Mr Alford may require the option shares to be allotted to him or his permitted nominee in one or more parcels.</p> <p>Under the Option deed, the grant of the Options referred to above is conditional upon:</p> <ul style="list-style-type: none"> <li>a) the approval of the ASX (if required);</li> <li>b) compliance with the Listing Rules; and</li> <li>c) approval by shareholders at the Company's 2010 Annual General Meeting.</li> </ul> <p>The Options, if approved by shareholders, will vest on 1 December 2011 and lapse on 30 November 2013. The Exercise Price is \$2.78 per Option (representing a 15% premium on the DRP price relevant to the Company's FY10 final dividend).</p>
<b>Name of registered holder (if issued securities)</b>	Anthony Alford and or his permitted nominee
<b>Date of change</b>	28.09.10
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	Rights under the Option Deed referred to above
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Nil
<b>Interest after change</b>	Rights under the Option Deed referred to above

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## ANNEXURE 1 to Appendix 3Y:

### Details of Director's relevant interests in securities which have not changed:

#### Director's relevant interests in securities of which the director is the registered holder

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

#### Number & class of securities

Anthony Alford holds jointly with Gary Alford, Steven Alford and Amanda Alford as joint trustees of The Cranot Superannuation Fund 673,028 fully paid ordinary shares. The Cranot Superannuation Fund holds these shares for the benefit of members of the Cranot Superannuation Fund which includes Anthony Alford and or members of his family

Anthony Alford holds as trustee for The Anthony James Alford Child Maintenance Trust 20,191 fully paid ordinary shares. Anthony Alford and or members of his family are discretionary objects of The Anthony Alford Child Maintenance Trust\*

#### Director's relevant interests in securities of which the director is not the registered holder

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Name of holder & nature of interest <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Number & class of Securities
<p><b>Registered Holder:</b> Bexlie Holdings (Qld) Pty Ltd ACN 120 412 466 as trustee for the Bexlie Holdings Trust. Anthony Alford is not a director or shareholder of Bexlie Holdings (Qld) Pty Ltd.</p> <p>Anthony Alford may hold a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the Bexlie Holdings Trust</p>	<p>691,563 fully paid ordinary shares</p>
<p><b>Registered Holder:</b> Alford's Holdings (Qld) Pty Ltd ACN 010 829 722 as agent for CGFH Holdings Pty Ltd ACN 061 797 653 as trustee for the CGFH Holdings Trust.</p> <p>Anthony Alford is not a director or shareholder of Alford's Holdings (Qld) Pty Ltd. Anthony Alford may hold a notifiable interest in these shares by virtue of the Corporations Act. CGFH Holdings Trust holds these shares for the benefit of Anthony Alford and or members of his family</p>	<p>8,009,777 fully paid ordinary shares</p>

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<p><b>Registered Holder:</b> CGFH Holdings Pty Ltd ACN 061 797 653 as trustee for The CGFH Holdings Trust.</p> <p>Anthony Alford is not a director of and does not directly hold shares in CGFH Holdings Pty Ltd. Anthony Alford may hold a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the CGFH Holdings Trust</p>	794,116 fully paid ordinary shares
<p><b>Registered Holder:</b> FTT Holdings Pty Ltd ACN 116 962 380 as trustee for the CGFH (C4) Trust.</p> <p>Anthony Alford is not a director of FTT Holdings Pty Ltd and may hold a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of this family are discretionary objects of the CGFH (C4) Trust</p>	150,900 fully paid ordinary shares
<p><b>Registered Holder:</b> FTT Holdings Pty Ltd ACN 116 962 380 as trustee for the CGFH (C5) Trust.</p> <p>Anthony Alford is a director of FTT Holdings Pty Ltd and may hold a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the CGFH (C5) Trust</p>	285,791 fully paid ordinary shares
<p><b>Registered Holder:</b> FTT Holdings Pty Ltd ACN 116 962 380 as trustee for the CGFH (C6) Trust.</p> <p>Anthony Alford is a director of FTT Holdings Pty Ltd and may hold a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the CGFH (C6) Trust</p>	228,634 fully paid ordinary shares
<p><b>Registered Holder:</b> FTT Holdings Pty Ltd ACN 116 962 380 as trustee for the CGFH (C7) Trust.</p> <p>Anthony Alford is a director of FTT Holdings Pty Ltd and may hold a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the CGFH (C7) Trust</p>	114,318 fully paid ordinary shares
<p><b>Registered Holder:</b> FTT Holdings Pty Ltd ACN 116 962 380 as trustee for the CGFH (C8) Trust. Anthony Alford is a director of FTT Holdings Pty Ltd and may hold a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the CGFH (C8) Trust</p>	114,318 fully paid ordinary shares
<p><b>Registered Holder:</b> WSS Holdings (Aust) Pty Ltd ACN 117 663 519 as trustee for the WSS Trust No 2. Anthony Alford is not a director or shareholder of WSS Holdings (Aust) Pty Ltd. Anthony Alford may have a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the WSS Trust No 2</p>	297,918 fully paid ordinary shares

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<p><b>Registered Holder:</b> WSS Holdings (Aust) Pty Ltd ACN 117 663 519 as trustee for the WSS Trust No 3.</p> <p>Anthony Alford is not a director or shareholder of WSS Holdings (Aust) Pty Ltd. Anthony Alford may have a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the WSS Trust No 3</p>	47,670 fully paid ordinary shares
<p><b>Registered Holder:</b> WSS Holdings (Aust) Pty Ltd ACN 117 663 519 as trustee for the WSS Trust No 6.</p> <p>Anthony Alford is not a director or shareholder of WSS Holdings (Aust) Pty Ltd. Anthony Alford may have a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the WSS Trust No 6</p>	5,962 fully paid ordinary shares
<p><b>Registered Holder:</b> Susan Aalders. Susan Aalders is a member of Anthony Alford's family.</p> <p>Anthony Alford holds a notifiable interest in these shares by virtue of section 608(2)(b) of the Corporations Act.</p>	10,000 fully paid ordinary shares
<p><b>Registered Holder:.</b> AMA Holdings (Qld) Pty Ltd ACN 120 187 215 as trustee for the AMA Holdings Trust. Anthony Alford is not a director or shareholder of AMA Holdings (Qld) Pty Ltd. Anthony Alford may hold a notifiable interest in these shares by virtue of the Corporations Act.</p> <p>Anthony Alford and or members of his family are discretionary objects of the AMA Holdings Trust</p>	1,151,372 fully paid ordinary shares
<p><b>Registered Holder:</b> CGFH (C2) Pty Ltd ACN 120 437 229 as trustee for The CGFH (C2) Trust. Mr Alford is not a director of and does not directly hold shares in CGFH (C2) Pty Ltd. Anthony Alford may hold a notifiable interest in these shares by virtue of the Corporations Act. Mr Alford and or members of his family are discretionary objects of the CGFH (C2) Trust</p>	9,001,959 fully paid ordinary shares
<p><b>Registered Holder:</b> AMA Holdings (Qld) Pty Ltd ACN 120 187 215 as trustee for the WSS Trust No 5. Anthony Alford is not a director or shareholder of AMA Holdings (Qld) Pty Ltd. Anthony Alford may have a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the WSS Trust No 5</p>	824,989 fully paid ordinary shares

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<p><b>Registered Holder:</b> Dario Pty Ltd ACN 051 964 697 as trustee for The Dario Choice Trust. Anthony Alford is not a director of Dario Pty Ltd, but owns half the issued capital therein non-beneficially. Anthony Alford may hold a notifiable interest in these shares by virtue of section 608(3) of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the Dario Choice Trust</p>	<p>262,249 fully paid ordinary shares</p>
<p><b>Registered Holder:</b> FHA Alford. FHA Alford is a member of Anthony Alford's family. Anthony Alford may have a notifiable interest in these shares by virtue of the Corporations Act</p>	<p>27,392 fully paid ordinary shares</p>
<p><b>Registered Holder:</b> Saga Investments Pty Ltd ACN 121 258 179 as trustee for the CGFH (C3) Trust.</p> <p>Anthony Alford is not a director or shareholder of Saga Investments Pty Ltd. Anthony Alford may have a notifiable interest in these shares by virtue of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the CGFH (C3) Trust</p>	<p>680,915 fully paid ordinary shares</p>
<p><b>Registered Holder:</b> SAGA Investments Pty Ltd ACN 121 258 179 as trustee for the WSS Trust No 4. Anthony Alford is not a director or shareholder of SAGA Investments Pty Ltd. Anthony Alford may have a notifiable interest in these shares by virtue of section 608(2)(b) of the Corporations Act. Anthony Alford and or members of his family are discretionary objects of the WSS Trust No 4</p>	<p>102,931 fully paid ordinary shares</p>

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**Director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	Option Deed.
<b>Nature of interest</b>	The nature of the interest is set out in annexure 2 to this Appendix 3Y.
<b>Name of registered holder (if issued securities)</b>	Anthony Alford or his permitted nominee.
<b>No. and class of securities to which interest relates</b>	Unexercised Options over 10,000 fully paid ordinary shares in Retail Food Group Limited.

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**Annexure 2 to Appendix 3Y**

Details of the unexercised options granted under the Option Deed to Mr Alford over 140,000 fully paid ordinary shares in Retail Food Group Limited are as follows:

Grant date	Number	Vesting date	Profit hurdle	Last exercise date	Exercise price
01.08.2006	210,000	70,000 options exercised 19.03.08 70,000 options exercised 01.08.08 70,000 options exercised 29.09.09	Nil	3 years after vesting date	\$1.00
01.08.2007	40,000	13,333 options exercised 02.04.09. 1 option exercised 26.08.10 13,333 options exercised 29.09.09 13,333 options exercised 26.08.10	Nil	3 years after vesting date	\$1.15
01.08.2008	30,000	10,000 options exercised 29.09.09 10,000 options exercised 26.08.10 10,000 options vest 3 years after grant date	Nil	3 years after vesting date	\$1.32

Anthony Alford may require the allotment of the option shares to him or his permitted nominee in one or more parcels, each or any number of the option shares, so that he or his permitted nominee may ultimately acquire by one or more transactions in the aggregate, all or any number of the option shares.

The issue of option shares is conditional upon approval of ASX (if required), and compliance with the Listing Rules.

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