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25 September 2012

Company Announcement Office
Australian Securities Exchange
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

**RE: RETAIL FOOD GROUP LIMITED
APPENDIX 3Y CHANGE OF DIRECTOR'S INTEREST NOTICE**

Please find enclosed an Appendix 3Y Change of Director's Interest Notice in connection with the notifiable interests of Anthony James Alford, Managing Director and Chief Executive Officer of Retail Food Group Limited.

In order to provide further clarity to the changes recorded in the enclosed document, we are advised by Mr Alford that:

- a) the shares transferred from CSF Investments (Qld) Pty Ltd ATF to Amanda Morgan Super Pty Ltd ATF result in no change to Mr Alford's overall relevant interests; and that
- b) the 'share disposals' undertaken by Saga Investments Pty Ltd ATF and referred to in the enclosed Appendix 3Y arise as a consequence of share dispositions in respect of the family of Mr Alford's brother.

Yours faithfully

Mark Connors
Company Secretary
Retail Food Group Limited

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9 Ferngrove Place
SOUTH GRANVILLE NSW 2142
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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 30/09/01 Amended 01/01/11

Name of entity:	Retail Food Group Limited
ABN:	21 106 840 082

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.

Name of Director	Anthony James Alford
Date of last notice	11 July 2012

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.

Direct or indirect interest	Direct & Indirect Interests
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest	<ol style="list-style-type: none">1) 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. Mr Alford is not a director or shareholder of Alford's Holdings (Qld) Pty Ltd. Mr Alford may hold a notifiable interest in shares held by the abovenamed by virtue of the Corporations Act. The CGFH Holdings Trust holds shares for the benefit of Mr Alford and or members of his family;2) Anthony Alford as trustee for The Anthony James Alford Child Maintenance Trust. Mr Alford and or members of his family are discretionary objects of the Anthony Alford Child Maintenance Trust;3) Susan Aalders, who is a member of Mr Alford's family, holds shares in Retail Food Group Limited. Mr Alford may hold a notifiable interest in these shares by virtue of the Corporations Act;

+ See chapter 19 for defined terms.

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<p>Nature of indirect interest (including registered holder)</p> <p>Note: Provide details of the circumstances giving rise to the relevant interest.</p>	<ol style="list-style-type: none"> 4) Bexlie Holdings (Qld) Pty Ltd ACN 120 412 466 as trustee for The Bexlie Holdings Trust. Mr Alford and or members of his family are discretionary objects of the Bexlie Holdings Trust; 5) CGFH Holdings Pty Ltd ACN 061 797 653 as trustee for The CGFH Holdings Trust. Mr Alford and or members of his family are discretionary objects of the CGFH Holdings Trust; 6) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C4) Trust. Mr Alford and or members of his family are discretionary objects of The CGFH (C4) Trust; 7) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C5) Trust. Mr Alford and or members of his family are discretionary objects of The CGFH (C5) Trust; 8) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C6) Trust. Mr Alford and or members of his family are discretionary objects of The CGFH (C6) Trust; 9) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C7) Trust. Mr Alford and or members of his family are discretionary objects of The CGFH (C7) Trust; 10) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C8) Trust. Mr Alford and or members of his family are discretionary objects of The CGFH (C8) Trust; 11) CSF Investments (Qld) Pty Ltd ACN 144 991 873 as trustee for The Cranot Superannuation Fund. The Cranot Superannuation Fund holds shares in Retail Food Group Limited for the benefit of members of the Cranot Superannuation Fund which includes Mr Alford and or members of his family; 12) AMA Holdings (Qld) Pty Ltd ACN 120 187 215 as trustee for The AMA Holdings Trust. Mr Alford and or members of his family are discretionary objects of The AMA Holdings Trust; 13) AMA Holdings (Qld) Pty Ltd ACN 120 187 215 as trustee for The WSS Trust No 5. Mr Alford and or members of his family are discretionary objects of The WSS Trust No 5; 14) CGFH (C2) Pty Ltd ACN 120 437 229 as trustee for The CGFH (C2) Trust. Mr Alford and or members of his family are discretionary objects of The CGFH (C2) Trust;
<p>± See chapter 19 for defined terms.</p>	

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<p>Nature of indirect interest (including registered holder)</p> <p>Note: Provide details of the circumstances giving rise to the relevant interest.</p>	<p>15) Dario Pty Ltd ACN 051 964 697 as trustee for The Dario Choice Trust. Mr Alford and or members of his family are discretionary objects of The Dario Choice Trust;</p> <p>16) FHA Alford, who is a member of Mr Alford's family, holds shares in Retail Food Group Limited. Mr Alford may hold a notifiable interest in these shares by virtue of the Corporations Act;</p> <p>17) Saga Investments Pty Ltd ACN 121 258 179 as trustee for The CGFH (C3) Trust. Mr Alford and or members of his family are discretionary objects of The CGFH (C3) Trust;</p> <p>18) Saga Investments Pty Ltd ACN 121 258 179 as trustee for The WSS Trust No 4. Mr Alford and or members of his family are discretionary objects of The WSS Trust No 4;</p> <p>19) Emsaga Super Fund Pty Ltd ACN 151 859 862 as trustee for The Emsaga Superannuation Fund. The Emsaga Superannuation Fund holds shares in Retail Food Group Limited for the benefit of members of the Emsaga Superannuation Fund which includes Mr Alford and or members of his family;</p> <p>20) Amanda Morgan Super Pty Ltd ACN 158 880 276 as trustee for The Amanda Morgan Superannuation Fund. The Amanda Morgan Superannuation Fund holds shares in Retail Food Group Limited for the benefit of members of The Amanda Morgan Superannuation Fund which includes Mr Alford and or members of his family. Mr Alford may have a notifiable interest in these shares by virtue of the Corporations Act.</p>
<p>Date of change</p>	<p>a) 18 September 2012;</p> <p>b) 19 September 2012;</p> <p>c) 20 September 2012;</p> <p>d) 21 September 2012;</p> <p>e) 24 September 2012;</p>

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<p>No. of Securities Held Prior to Change</p>	<ol style="list-style-type: none"> 1) Alford 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 – 6,628,359 fully paid ordinary shares; 2) Anthony Alford as trustee for The Anthony James Alford Child Maintenance Trust – 183,443 fully paid ordinary shares; 3) Susan Aalders – 10,000 fully paid ordinary shares; 4) Bexlie Holdings (Qld) Pty Ltd ACN 120 412 466 as trustee for The Bexlie Holdings Trust – 728,415 fully paid ordinary shares; 5) CGFH Holdings Pty Ltd ACN 061 797 653 as trustee for The CGFH Holdings Trust – 846,434 fully paid ordinary shares; 6) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C4) Trust – 158,942 fully paid ordinary shares; 7) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C5) Trust – 301,021 fully paid ordinary shares; 8) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C6) Trust – 240,818 fully paid ordinary shares; 9) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C7) Trust – 120,411 fully paid ordinary shares; 10) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C8) Trust – 120,411 fully paid ordinary shares; 11) CSF Investments (Qld) Pty Ltd ACN 144 991 873 as trustee for The Cranot Superannuation Fund – 1,062,870 fully paid ordinary shares; 12) AMA Holdings (Qld) Pty Ltd ACN 120 187 215 as trustee for The AMA Holdings Trust – 1,212,725 fully paid ordinary shares; 13) AMA Holdings (Qld) Pty Ltd ACN 120 187 215 as trustee for The WSS Trust No 5 – 868,950 fully paid ordinary shares; 14) CGFH (C2) Pty Ltd ACN 120 437 229 as trustee for The CGFH (C2) Trust – 9,001,959 fully paid ordinary shares;
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No. of securities held prior to change	<p>15) Dario Pty Ltd ACN 051 964 697 as trustee for The Dario Choice Trust – 170,000 fully paid ordinary shares;</p> <p>16) FHA Alford – 28,661 fully paid ordinary shares;</p> <p>17) Saga Investments Pty Ltd ACN 121 258 179 as trustee for The CGFH (C3) Trust – 580,915 fully paid ordinary shares;</p> <p>18) Saga Investments Pty Ltd ACN 121 258 179 as trustee for The WSS Trust No 4 – 281,264 fully paid ordinary shares;</p> <p>19) Emsaga Super Fund Pty Ltd ACN 151 859 862 as trustee for The Emsaga Superannuation Fund – 99,854 fully paid ordinary shares</p> <p>20) Amanda Morgan Super Pty Ltd ACN 158 880 276 as trustee for The Amanda Morgan Superannuation Fund - nil</p>
Class	<p>a) Fully paid ordinary shares</p> <p>b) Fully paid ordinary shares</p> <p>c) Fully paid ordinary shares</p> <p>d) Fully paid ordinary shares</p> <p>e) Fully paid ordinary shares</p>
Number acquired	<p>a) Amanda Morgan Super Pty Ltd ACN 158 880 276 as trustee for The Amanda Morgan Superannuation Fund - 224,728 ordinary shares</p> <p>b) Nil</p> <p>c) Nil</p> <p>d) Nil</p> <p>e) Nil</p>
Number disposed	<p>a) CSF Investments (Qld) Pty Ltd ACN 144 991 873 as trustee for The Cranot Superannuation Fund – 224,728 ordinary shares;</p> <p>b) Saga Investments Pty Ltd ACN 121 258 179 as trustee for The CGFH (C3) Trust – 7,490 ordinary shares</p> <p>c) Saga Investments Pty Ltd ACN 121 258 179 as trustee for The CGFH (C3) Trust – 87,392 ordinary shares</p> <p>d) Saga Investments Pty Ltd ACN 121 258 179 as trustee for The CGFH (C3) Trust – 52,553 ordinary shares</p> <p>e) Saga Investments Pty Ltd ACN 121 258 179 as trustee for The CGFH (C3) Trust – 52,565 ordinary shares</p>

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	a) \$570,809.10 b) \$21,571.20 c) \$251,688.96 d) \$151,801.34 e) \$152,875.81
No. of securities held after change	<ol style="list-style-type: none"> 1) Alford 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 – 6,628,359 fully paid ordinary shares; 2) Anthony Alford as trustee for The Anthony James Alford Child Maintenance Trust – 183,443 fully paid ordinary shares; 3) Susan Aalders – 10,000 fully paid ordinary shares; 4) Bexlie Holdings (Qld) Pty Ltd ACN 120 412 466 as trustee for The Bexlie Holdings Trust – 728,415 fully paid ordinary shares; 5) CGFH Holdings Pty Ltd ACN 061 797 653 as trustee for The CGFH Holdings Trust – 846,434 fully paid ordinary shares; 6) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C4) Trust – 158,942 fully paid ordinary shares; 7) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C5) Trust – 301,021 fully paid ordinary shares; 8) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C6) Trust – 240,818 fully paid ordinary shares; 9) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C7) Trust – 120,411 fully paid ordinary shares; 10) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C8) Trust – 120,411 fully paid ordinary shares; 11) CSF Investments (Qld) Pty Ltd ACN 144 991 873 as trustee for The Cranot Superannuation Fund – 838,142 fully paid ordinary shares; 12) AMA Holdings (Qld) Pty Ltd ACN 120 187 215 as trustee for The AMA Holdings Trust – 1,212,725 fully paid ordinary shares;

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No. of securities held after change	<p>13) AMA Holdings (Qld) Pty Ltd ACN 120 187 215 as trustee for The WSS Trust No 5 – 868,950 fully paid ordinary shares;</p> <p>14) CGFH (C2) Pty Ltd ACN 120 437 229 as trustee for The CGFH (C2) Trust – 9,001,959 fully paid ordinary shares;</p> <p>15) Dario Pty Ltd ACN 051 964 697 as trustee for The Dario Choice Trust – 170,000 fully paid ordinary shares;</p> <p>16) FHA Alford – 28,661 fully paid ordinary shares;</p> <p>17) Saga Investments Pty Ltd ACN 121 258 179 as trustee for The CGFH (C3) Trust – 380,915 fully paid ordinary shares;</p> <p>18) Saga Investments Pty Ltd ACN 121 258 179 as trustee for The WSS Trust No 4 – 281,264 fully paid ordinary shares;</p> <p>19) Emsaga Super Fund Pty Ltd ACN 151 859 862 as trustee for The Emsaga Superannuation Fund – 99,854 fully paid ordinary shares</p> <p>20) Amanda Morgan Super Pty Ltd ACN 158 880 276 as trustee for The Amanda Morgan Superannuation Fund - 224,728 fully paid ordinary shares</p>
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<p>a) Off market transfer (transfer of indirect interests – no change to overall relevant interest);</p> <p>b) On market sale</p> <p>c) On market sale</p> <p>d) On market sale</p> <p>e) On market sale</p>

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.

Detail of contract	N/A
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	

+ See chapter 19 for defined terms.

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No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.